

MSCI Inc.
Form 5
February 14, 2014

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
Fernandez Henry A

(Last) (First) (Middle)

MSCI INC., 7 WORLD TRADE
CENTER, 49TH FL, 250
GREENWICH STREET

(Street)

2. Issuer Name and Ticker or Trading
Symbol
MSCI Inc. [MSCI]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman, CEO and President

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10007

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/31/2013	Â	G	5,000 (1)	D \$ 0	817,551	D Â
Common Stock	05/31/2013	Â	G	3,125 (1)	D \$ 0	817,551	D Â
Common Stock	05/31/2013	Â	G	3,125 (1)	D \$ 0	817,551	D Â
Common	08/31/2013	Â	G	5,000	D \$ 0	817,551	D Â

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Stock				(1)					
Common Stock	12/02/2013	Â	G	5,000 (1)	D	\$ 0	817,551	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	200,000	I	By 2012 GRAT (2)
Common Stock	Â	Â	Â	Â	Â	Â	171,349	I	By 2010 GRAT (2)
Common Stock	Â	Â	Â	Â	Â	Â	213,541	I	By Fernandez 2007 Children's Trust
Common Stock	Â	Â	Â	Â	Â	Â	7,900	I	By Son
Common Stock	Â	Â	Â	Â	Â	Â	3,625	I	By Son
Common Stock	Â	Â	Â	Â	Â	Â	730	I	By Daughter

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of of D S B O E I F (I
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(A) (D)				

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
Â X	Â	Â Chairman, CEO and President	Â

Fernandez Henry A
MSCI INC., 7 WORLD TRADE CENTER, 49TH FL
250 GREENWICH STREET
NEW YORK, NY 10007

Signatures

/s/ Cecilia Aza,
attorney-in-fact

02/14/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Charitable gift to an educational institution on behalf of the Reporting Person effected pursuant to a 10b5-1 trading plan adopted by the Reporting Person on March 5, 2013.
- (2) The Reporting Person is trustee and sole annuitant.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.