

MSCI Inc.
Form 4
January 29, 2015

FORM 4

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).

**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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Pettit CD Baer

(Last) (First) (Middle)

MSCI INC., 7 WORLD TRADE
CENTER, 250 GREENWICH ST.

(Street)

NEW YORK, NY 10007

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MSCI Inc. [MSCI]

3. Date of Earliest Transaction
(Month/Day/Year)

01/27/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

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6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/27/2015		A	(A) or (D) Amount (1) 9,692	\$ 0 163,917	D	
Common Stock	01/27/2015		A	(2) (3) 32,994	\$ 0 196,911	D	

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Pettit CD Baer
MSCI INC.
7 WORLD TRADE CENTER, 250 GREENWICH ST.
NEW YORK, NY 10007

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Signatures

/s/ Cecilia Aza,
attorney-in-fact 01/29/2015

__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) Restricted stock units (RSUs) vesting and converting to shares at a rate of 16.7%, 66.7% and 16.6% on the first, second and third anniversaries of the grant date, respectively. Each RSU represents a contingent right to receive one share of MSCI common stock.

Performance stock units (PSUs) representing the minimum payout related to the grant of 36,663 PSUs subject to time- and performance-vesting. The PSUs vest in three equal tranches within a range of 90% to 110% on the last day of each of the performance periods based on the achievement of certain cumulative performance metrics for the three-year period comprised of fiscal years 2015, 2016 and 2017 (first tranche), the four-year period comprised of fiscal years 2015, 2016, 2017 and 2018 (second tranche) and the five-year period comprised of fiscal years 2015, 2016, 2017, 2018 and 2019 (third tranche). The first tranche of PSUs generally converts to shares no earlier than January 1 and no later than March 15, 2018, the second tranche of PSUs generally converts to shares no earlier than January 1 and no later than March 15, 2019 and the third tranche of PSUs generally converts to shares no earlier than January 1 and no later than March 15, 2020.

(3) Each PSU represents a contingent right to receive one share of MSCI common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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