MSCI Inc. Form 4 May 02, 2016

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

Form 5 obligations may continue. See Instruction **SECURITIES**

Estimated average burden hours per response... 0.5

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

1(b). (Print or Type Responses)

(Last)

(City)

1. Name and Address of Reporting Person * duPont Benjamin F

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

(Zip)

MSCI Inc. [MSCI]

Filed(Month/Day/Year)

04/28/2016

(Check all applicable)

MSCI INC., 7 WORLD TRADE

(Street)

(State)

(First)

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

_X__ Director Officer (give title

below)

10% Owner Other (specify

CENTER, 250 GREENWICH ST.

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10007

(City)	(State) (Z	Zip) Table	I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date		3.	4. Securities			5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction	onAcquired (A) or			Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)	
							Reported		
				(A)		Transaction(s)			
					or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	,		
Common Stock	04/28/2016		A	65 <u>(1)</u>	A	\$0	25,177	D	
Common Stock	04/28/2016		A	1,833 (2)	A	\$ 0	27,010	D	

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration Date	or Title Numbe of			
						Exercisable					
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

X

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

duPont Benjamin F MSCI INC. 7 WORLD TRADE CENTER, 250 GREENWICH ST. NEW YORK, NY 10007

Signatures

/s/ Cecilia Aza, 05/02/2016 attorney-in-fact

**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).
- Pursuant to the MSCI Inc. Non-Employee Directors Deferral Plan (the "Deferral Plan"), the Reporting Person has elected to defer receipt **(1)** of the shares until the 60th day after such Reporting Person's "separation from service" as a director.
 - Restricted stock units vesting on the earlier to occur of April 28, 2017 and MSCI Inc.'s next annual general meeting of shareholders.
- Pursuant to the Deferral Plan, the Reporting Person has elected to defer receipt of the shares issuable upon vesting until the 60th day after such Reporting Person's "separation from service" as a director.

Note: File three copies of this Form, one of which must be manually signed. If space 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.

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