

IHS Inc.
Form 4
January 17, 2014

FORM 4

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Yergin Daniel

(Last) (First) (Middle)

C/O IHS INC., 15 INVERNESS WAY EAST

(Street)

ENGLEWOOD, CO 80112

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/15/2014

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)
Vice Chairman

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Shares | 01/15/2014 | | A | | 1,675 | A | \$ 0 130,414 |
| Class A Common Shares | 01/15/2014 | | A ⁽¹⁾ | | 31,600 | A | \$ 0 162,014 |
| Class A Common Shares | 01/15/2014 | | F ⁽²⁾ | | 15,413 | D | \$ 117.3 146,601 |
| Class A Common | 01/16/2014 | | S ⁽³⁾ | | 10,000 | D | \$ 136,601 116.98 |

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| | | | | | | | | |
|---------|------------|--|-------------------------|-------|----|--------|---------|----------------------|
| Shares | | | | | ④ | | | |
| Class A | | | | | \$ | | | |
| Common | 01/17/2014 | | <u>S</u> ⁽³⁾ | 7,024 | D | 117.37 | 129,577 | D |
| Shares | | | | | | ⑤ | | |
| Class A | | | | | | | 12,000 | I |
| Common | | | | | | | | |
| Shares | | | | | | | | Irrevocable Trust |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|--|
| | Director 10% Owner Officer Other |

| | |
|---|---------------|
| Yergin Daniel C/O IHS INC. 15 INVERNESS WAY EAST ENGLEWOOD, CO 80112 | Vice Chairman |
|---|---------------|

Signatures

/s/ Julio Martin, Attorney-in-Fact on Behalf of Reporting Person 01/17/2014

 **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) This award represents performance-based restricted stock units that were settled on January 15, 2014, based upon the determination of the Human Resources Committee of the Board of Directors that certain financial performance goals were achieved.

(2) Represents shares withheld for taxes upon vesting of restricted stock units.

(3) Sold pursuant to the reporting person's previously adopted Rule 10b5-1 trading plan.

The price is a weighted average price. The prices actually received ranged from \$116.50 to \$117.44. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

The price is a weighted average price. The prices actually received ranged from \$117.00 to \$117.56. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

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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