

Fernandez Henry A
 Form 4
 December 16, 2010

FORM 4

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

OMB APPROVAL

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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 *
 Fernandez Henry A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 MSCI INC., 88 PINE STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/14/2010

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

NEW YORK, NY 10005
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock | 12/14/2010 | | A | (A) or (D) 78,846 (1) | \$ 0 924,094 | D | |
| Class A Common Stock | | | | | 500,000 | I | By GRAT (2) |
| Class A Common Stock | | | | | 53,541 | I | By Fernandez 2007 Children's Trust |

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| | | | |
|----------------------------|-------|---|--------|
| Class A Common Stock | 3,000 | I | By Son |
| Class A Common Stock | 3,000 | I | By Son |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Option | \$ 36.7 | 12/14/2010 | | A | 208,175 (3) | (3) 12/14/2020 | Class A Common Stock 208,175 (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fernandez Henry A MSCI INC. 88 PINE STREET NEW YORK, NY 10005 | X | | Chairman, CEO and President | |

Signatures

/s/ Henry A. Fernandez 12/16/2010

**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).

Includes (i) 62,121 restricted stock units (RSUs) vesting at a rate of 33 1/3% on the first, second and third anniversaries of the grant date and (ii) 16,725 performance stock units (PSUs) representing the minimum payout related to the grant of 33,450 PSUs subject to time-vesting and performance-vesting. The PSUs time-vest at a rate of 50% on each of December 31, 2012 and 2013 and performance-vest (within a range of 50% and 150%) based on the achievement of certain cumulative performance metrics for the 2011 and 2012 fiscal years. The two tranches of PSUs convert no earlier than January 1 and no later than March 15 of 2013 and 2014, respectively. Each RSU and PSU represents a contingent right to receive one share of MSCI class A common stock.

(2) Mr. Fernandez is trustee and sole annuitant.

Includes 54,935 options, 52,631 options, 50,835 options, and 49,774 options subject to time-vesting and price-vesting. The option tranches time-vest on the second, third, fourth and fifth anniversaries of the grant date, respectively. Each option tranche will price-vest if the closing price of MSCI class A common stock satisfies stock price targets of \$41.70, \$46.70, \$51.70 and \$56.70, respectively, for 20 consecutive trading days following the applicable time-vesting date and prior to the expiration date.

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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