FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-0287								
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0.5

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*  Brierwood David C					2. Issuer Name <b>and</b> Ticker or Trading Symbol  MSCI Inc. [ MSCI ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Jou Davi	<u></u>							_						37				Owner r (specify	
_ast) (First) (Middle)						2 Date of Farliagt Transaction (Month/Day/Vear)									belov	v) ``	belo	w) .	
MSCI INC.						12/14/2012									(	Chief Oper	ating Office	:	
D TRADE	CENTER, 250 (	GREENV	VICH																
				4. If	If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable					
														,	Form	i filed by One	e Reportina Pe	rson	
(Street) NEW YORK NY 10007																Form filed by More than One Reporting Person			
(St	ate) (	(Zip)																	
	Tab	le I - No	n-Deriv	ative	Sec	uritie	s Acc	quired,	Dis	posed o	f, or	Ben	efici	ally C	wne	ed			
Date				ay/Year)   Execution		xecution Date, any		Transaction Di Code (Instr. 5)					nd S	5. Amount of Securities Beneficially Owned Following		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	. 11	Transa	ction(s)		(msu. 4)	
Common Stock 12/14/					2012		F		3,682(1)		D	\$30.		813,347		D			
Common Stock 12/17				/2012		F		5,286(2)		D	\$30.88		808,061		D				
	Ta													y Ow	ned				
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution if any	n Date,	Code (	ansaction ode (Instr.		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		on Dat	е	Amount of Securities Underlying Derivative Security (I and 4)		ount	Deriva Secur	vative urity	derivative Securities Beneficially Owned Following Reported	Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	Beneficial Ownership (Instr. 4)	
	(Fi IC. DTRADE  DRK N' (SI Security (Inst Stock  Stock  2. Conversion or Exercise Price of Derivative	(First) (C. (First) (C. (C. (D TRADE CENTER, 250 (C. (State) (C. (State) (C. (State) (C. (State) (C. (Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle)  IC.  DTRADE CENTER, 250 GREENV  DRK NY 10007  (State) (Zip)  Table I - No  Security (Instr. 3)  Stock  Table II - I  Conversion or Exercise Price of Derivative (Month/Day/Year) [Annual Conversion of Exercise Price of Derivative (Month/Day/Year)]	(First) (Middle)  IC. D TRADE CENTER, 250 GREENWICH  DRK NY 10007  (State) (Zip)  Table I - Non-Derive (Month/L)  Stock 12/14  Stock 12/17  Table II - Derivat (e.g., ptoperioa of Exercise Price of Derivative (Month/Day/Year)  2. (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)	Conversion or Exercise Price of Derivative odd David C  (First) (Middle) 3. E 12/  (Middle) 3. E 12/  (Middle) 4. If 10007  (State) (Zip) 4. If 2/  Table I - Non-Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2. Table II - Derivative Security (Instr. 3) 3. Table II - Derivative Security (Month/Day/Year) 3. Transaction Date (Leg., puts, conversion or Exercise Price of Derivative (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) 4. Transaction (Month/Day/Year) 8. (Month/D	MSCI  (First) (Middle)  (C. D TRADE CENTER, 250 GREENWICH  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  Stock  12/14/2012  Stock  12/17/2012  Table II - Derivative Security (e.g., puts, calls, form or Exercise Price of Derivative (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Stock  2. Transaction Date (Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  3. Transaction Code (Instr. 8)	(First) (Middle)  (C.  DTRADE CENTER, 250 GREENWICH  Table I - Non-Derivative Securities (Month/Day/Year)  Stock  12/14/2012  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  3. Date of Earlies 12/14/2012  4. If Amendment 22A. Deem Execution if any (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  2. Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  2. Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  2. Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  2. Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  5. Nu Transaction Code (Instr. Security)  6 (Month/Day/Year)	MSCI Inc. [ MSC  (First) (Middle)  (IC. D. TRADE CENTER, 250 GREENWICH  Table I - Non-Derivative Securities According and (Month/Day/Year)  Table II - Non-Derivative Securities According and (Month/Day/Year)  Stock  12/14/2012  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, acquired (A) or Disposed of (D) (Instr. 3, 4	MSCI Inc. [ MSCI ]	(First) (Middle)  (C. D TRADE CENTER, 250 GREENWICH  Table I - Non-Derivative Securities Acquired, Distensive Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Distensive Securities Acquired (Property Stock)  Table II - Derivative Securities Acquired, Distensive Securities Acquired, Disposed of (D) (Instr. 3)  2. Transaction Date (e.g., puts, calls, warrants, options, cut and so privative Securities Acquired, Disposed of (D) (Instr. 3)  3. Transaction Date (Execution Date, if any (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Property Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year)	(First) (Middle)  (C. D TRADE CENTER, 250 GREENWICH  Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year)  (Month/Day/Year)  Stock 12/14/2012 F 3,6820  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe for Date (Month/Day/Year)  (Stock 12/17/2012 F 5,2860  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe for Date (Month/Day/Year)  (Month/Day/Year)  3. Date of Earliest Transaction (Month/Day/Year)  4. Securities Acquired, Disposed of 25, Securities Acquired, Disposed of 25, Securities Acquired, Disposed of 26, Securities Acquired, Disposed of 26, Securities Acquired, Disposed of 26, Securities Acquired (Month/Day/Year)  2. Transaction Date (e.g., puts, calls, warrants, options, convertibe Conversion of Code (Instr. (A) or Disposed of (D) (Instr. 3, 4 and 5)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (e.g., puts, calls, warrants, options, convertibe Code (Instr. (A) or Disposed of (D) (Instr. 3, 4 and 5)	MSCI Inc. [ MSCI ]  (First) (Middle) GC. D TRADE CENTER, 250 GREENWICH  Table I - Non-Derivative Securities Acquired, Disposed of, or Becurity (Instr. 3)  2. Transaction [Month/Day/Year] (Month/Day/Year)  Stock  12/14/2012  Table II - Derivative Securities Acquired, Disposed of, or Becurity (Month/Day/Year)  Stock  12/14/2012  F 3,682(1)  Table II - Derivative Securities Acquired, Disposed of, or Becurity (Stock)  12/17/2012  F 3,682(1)  Table II - Derivative Securities Acquired, Disposed of, or Becurity (Stock)  12/17/2012  F 3,682(1)  Stock  12/17/2012  F 5,286(2)  Table II - Derivative Securities Acquired, Disposed of, or Becurity (Stock)  12/17/2012  F 5,286(2)  Table II - Derivative Securities Acquired, Disposed of, or Becurity (Month/Day/Year)  (A) or Disposed of (Month/Day/Year)  (Month/Day/Year)  Stock  12/17/2012  F 5, Number of Code (Instr. (A) or Disposed of (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Stock  12/17/2012  Amount (Code (Instr. (A) or Disposed of (Month/Day/Year))  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	MSCI Inc. [ MSCI ]   MSCI   MSCI   MSCI   MSCI   MSCI   MSCI Inc. [ MSCI ]	MSCI Inc. [MSCI ]   MSCI Inc.   MSCI     MSCI     MSCI Inc.   MS	MSCI Inc. [ MSCI ]   MSCI   MSCI	MSCI Inc. [ MSCI ]  (First) (Middle)  (C. D TRADE CENTER, 250 GREENWICH  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Stock  12/14/2012  F J 3,682(1) D \$30.16 88  Stock  12/14/2012  F J 5,286(2) D \$30.088 86  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner (e.g., puts, calls, warrants, options, convertible securities)  Amount (A) or Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner (e.g., puts, calls, warrants, options, convertible securities)  Amount of (D) (Instr. 3)  Amount of (D) (D) (Instr. 3)  Amount o	MSCI Inc. [MSCI ]   Check all applicable   Director   Director   Officer (give title below)   Chief Oper	MSCI Inc.   MSCI   MS	

## Explanation of Responses:

- 1. Represents shares reacquired by MSCI to satisfy tax withholding obligations in connection with the vesting and conversion to shares of 6,535 and 544 restricted stock units granted to the Reporting Person on December 14, 2010 and January 11, 2011, respectively.
- 2. Represents shares reacquired by MSCI to satisfy tax withholding obligations in connection with the vesting and conversion to shares of 10,164 restricted stock units granted to the Reporting Person on December 15, 2009.

## Remarks:

/s/ Cecilia Aza, attorney-in-fact 12/18/2012

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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).

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

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 Number.