

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>OBSTLER DAVID M</u>  (Last) (First) (Middle) <u>88 PINE STREET</u>  (Street) <u>NEW YORK NY 10005</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MSCI Inc. [ MXB ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/01/2010</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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 Stock (Restricted) <sup>(1)</sup>	06/01/2010		A		14,520	A	(2)	14,520	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Option to purchase Class A Common Stock	\$6.62	06/01/2010		A		30,248		(4)	01/28/2015	Class A Common Stock	30,248	(3)	30,248	D	
Option to purchase Class A Common Stock	\$6.62	06/01/2010		A		232,563		(4)	01/28/2015	Class A Common Stock	232,563	(3)	232,563	D	
Option to purchase Class A Common Stock	\$9.92	06/01/2010		A		45,375		(4)	12/31/2015	Class A Common Stock	45,375	(3)	45,375	D	
Option to purchase Class A Common Stock	\$21.07	06/01/2010		A		4,745		(5)	12/31/2016	Class A Common Stock	4,745	(3)	4,745	D	
Option to purchase Class A Common Stock	\$21.07	06/01/2010		A		22,478		(6)	12/31/2016	Class A Common Stock	22,478	(3)	22,478	D	
Option to purchase Class A Common Stock	\$24.11	06/01/2010		A		21,780		(7)	01/25/2018	Class A Common Stock	21,780	(3)	21,780	D	
Option to purchase Class A Common Stock	\$24.11	06/01/2010		A		363		(4)	01/25/2018	Class A Common Stock	363	(3)	363	D	
Option to purchase Class A Common Stock	\$16.48	06/01/2010		A		21,780		(8)	02/23/2019	Class A Common Stock	21,780	(3)	21,780	D	

**Explanation of Responses:**

- Restricted stock vests over a four-year period, with 25% vesting on 12/31/2010 and 25% vesting on each of the following three anniversaries thereof.
- Represents restricted shares of MSCI Inc. ("MSCI") Class A common stock received in exchange for the reporting person's restricted shares of RiskMetrics Group, Inc. ("RMG") common stock upon completion of the merger of Crossway Inc., a wholly-owned subsidiary of MSCI, with and into RMG pursuant to the Agreement and Plan of Merger, dated as of February 28, 2010, among RMG, MSCI and Crossway Inc. (the "Merger"). At the effective time of the Merger on June 1, 2010, RMG restricted shares were converted into a number of MSCI restricted shares equal to the product of (a) 0.7260 and (b) the number of RMG restricted shares outstanding immediately prior to the effective time of the Merger (rounded to the nearest whole share).
- At the effective time of the Merger on June 1, 2010, each RMG stock option was converted into an option to purchase the number of shares of MSCI Class A common stock equal to the product of (a) the number

of shares of RMG common stock subject to the RMG stock option and (b) the option exchange ratio, rounded down to the nearest whole share. The exercise price of the converted MSCI stock option is equal to (i) the exercise price of the RMG stock option divided by (ii) the option exchange ratio, rounded up to the nearest whole cent. The option exchange ratio is equal to 0.7260.

4. Option is 100% vested and exercisable.

5. Option vests 100% on 12/31/2010.

6. Option is vested with respect to 20,418 shares. The remaining 2,060 shares subject to the Option vest 12/31/2010.

7. Option is vested with respect to 10,890 shares. 5,445 of the shares subject to the Option vest on 12/31/2010 and 5,445 of the shares subject to the Option vest on 12/31/2011.

8. Option is vested with respect to 5,445 shares. 5,445 of the shares subject to the Option vest on 12/31/2010, 5,445 of the shares subject to the Option vest on 12/31/2011 and 5,445 of the shares subject to the Option vest on 12/31/2012.

**Remarks:**

/s/ David M. Obstler

06/03/2010

\*\* Signature of Reporting Person

Date

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

\* 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.**