

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

| OMB APPROVAL                                 |           |
|----------------------------------------------|-----------|
| OMB Number:                                  | 3235-0362 |
| Estimated average burden hours per response: | 1.0       |

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

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*<br><u>Fernandez Henry A</u><br><br>_____<br>(Last) (First) (Middle)<br>MSCI INC.<br>7 WORLD TRADE CENTER, 250 GREENWICH ST<br>_____<br>(Street)<br>NEW YORK NY 10007<br>_____<br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>MSCI Inc. [ MSCI ]</u>   | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chairman, CEO and President</u> |
|                                                                                                                                                                                                                                                | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)<br>12/31/2015 |                                                                                                                                                                                                                                                                 |
|                                                                                                                                                                                                                                                | 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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|------------|-------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    |                                | Amount                                                            | (A) or (D) | Price |                                                                                            |                                                          |                                                       |
| Common Stock                    | 05/29/2015                           |                                                    | G                              | 12,000 <sup>(1)</sup>                                             | D          | \$0   | 1,271,812 <sup>(2)</sup>                                                                   | D                                                        |                                                       |
| Common Stock                    | 05/29/2015                           |                                                    | G                              | 4,700 <sup>(1)</sup>                                              | D          | \$0   | 1,271,812 <sup>(2)</sup>                                                                   | D                                                        |                                                       |
| Common Stock                    | 05/29/2015                           |                                                    | G                              | 3,000 <sup>(1)</sup>                                              | D          | \$0   | 1,271,812 <sup>(2)</sup>                                                                   | D                                                        |                                                       |
| Common Stock                    |                                      |                                                    |                                |                                                                   |            |       | 87,756 <sup>(2)</sup>                                                                      | I                                                        | By 2012 GRAT <sup>(3)</sup>                           |
| Common Stock                    |                                      |                                                    |                                |                                                                   |            |       | 226,723 <sup>(2)</sup>                                                                     | I                                                        | By Fernandez 2007 Children's Trust                    |
| Common Stock                    |                                      |                                                    |                                |                                                                   |            |       | 7,900 <sup>(2)</sup>                                                                       | I                                                        | By Son                                                |

**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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|----------------------------------------------------------------------------------------|-----|----------------------------------------------------------|-----------------|-----------------------------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|-----------------------------------------------------------|--------------------------------------------------------|
|                                            |                                                        |                                      |                                                    |                                | (A)                                                                                    | (D) | Date Exercisable                                         | Expiration Date |                                                                                   |                                            |                                                                                                    |                                                           |                                                        |

**Explanation of Responses:**

- Charitable gift to an educational institution on behalf of the Reporting Person effected pursuant to a 10b5-1 trading plan adopted by the Reporting Person on June 5, 2014.
- The reported shares reflect ownership as of December 31, 2015.
- The Reporting Person is trustee and sole annuitant.

/s/ Cecilia Aza, attorney-in-fact 02/10/2016

\*\* 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.