FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-028								
Estimated average t	ourden								

hours per response:

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

Filed purcuant to Section 16(a) of the Securities Evolution Act of 1024

		eporting Person*			2 10	ouer N								-					
лех пе	<u>шу</u> _	Λ						nd Tick MSC		ading	Symbol					ship of Report applicable)	ing Pe	erson(s) to I	ssuer
	Fernandez Henry A															rector		10% (
	(First	t) (Middle)		2 D	ato of	Earling	t Tranc	action (Month	/Day/Voor)			\dashv		ficer (give title low)	e title Other (specify below)		
C.					3. Date of Earliest Transaction (Month/Day/Year) 12/31/2016								C	hairman, C	EO a	nd Preside	ent		
7 WORLD TRADE CENTER, 250 GREENWICH ST.																			
					4. If	Amen	dment,	Date o	of Origina	al File	d (Month/Da	ıy/Yeaı)			l or Joint/Gro	up Fili	ng (Check A	pplicable
DIZ.	BTX7		10007												X Fo	orm filed by O	ne Re	porting Pers	son
JRK	NY		10007													Form filed by More than One Reporting Person			
	(Stat	te) (Zip)																
		Tabl	e I - No	on-Deriva	ative	Sec	uritie	s Ac	quired	l, Dis	sposed o	f, or	Bene	eficia	lly Ow	ned			
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)										nd 5) Securities Beneficially Owned Followin		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
									Code	v	Amount			Price	Tran	saction(s)			(Instr. 4)
mmon Stock 12				12/31/2	12/31/2016						16,495(1)	D \$7		\$78.7	8 1,2	266,808 ⁽²⁾	6,808(2)		
Common Stock															3	314,479		I	By Fernandez 2007 Children's Trust
Common Stock																7,900		I	By Son
Common Stock																3,625		I	By Son
mmon Stock															730			By Daughter	
		Та	ble II -					-	-					-	Owne	d			
Derivative Conversion Date Execution Gecurity or Exercise (Month/Day/Year) if any		on Date,	Date, Transacti Code (Ins				Expirati (Month)	ion Da	te ear)	Amou or Numb		ount	Derivativ	derivative Securities Beneficial Owned Following Reported	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
	DTRAI DRK Stock Stock Stock Stock Conversion Exercice Price of Derivative and the price of	ORK NY (State Stock Sto	ORK NY (State) (Table Stock Stock Stock Stock Conversion or Exercise Price of Derivative (Month/Day/Year)	Conversion or Exercise Price of Derivative Park NY 10007 100007 10007 10007 10007 10007 10007 10007 10007 10007 10007 10007 10	Stock Stock Table II - Derivati (e.g., pu Conversion or Exercise Price of Derivative Security 2. Transaction Date (Month/Day/Year) A. Deemed Execution Date (Month/Day/Year) Stock 3. Transaction Date (Month/Day/Year) A. Deemed Execution Date, if any (Month/Day/Year) [Month/Day/Year]	Table I - Non-Derivative Stock Stock Table II - Derivative Security Conversion or Exercise Price of Derivative Security 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 2. Conversion of Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 8. Transaction Date (Month/Day/Year)	Table I - Non-Derivative Security (Instr. 3) Stock Table II - Derivative Security (e.g., puts, calls, Conversion or Exercise Price of Derivative of Deriva	Table II - Derivative Securities Stock Table II - Derivative Securities (e.g., puts, calls, warrous of Derivative Securities (Month/Day/Year) 1. If Amendment, 4. If Amendment, 4. If Amendment, 5. If Amendment, 5. If Amendment, 5. If Amendment, 5. If Amendment, 6. If Amendmen	Table I - Non-Derivative Securities Acterity (Instr. 3) Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year) Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, fi any (Month/Day/Year) 2. Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year) 3. Transaction Date (if any (Month/Day/Year) (Month/Day/Year) 2. Table II - Derivative Securities Acquee.g., puts, calls, warrants, (A) or Disposed of (D) (Instr. 3, 4 and 5)	Table I - Non-Derivative Securities Acquired (Month/Day/Year) Stock Table II - Derivative Securities Acquired, I (e.g., puts, calls, warrants, optio Date (Month/Day/Year) I (Month/Day/Year) Table II - Derivative Securities Acquired, I (e.g., puts, calls, warrants, optio Security Stock Table II - Derivative Securities Acquired, I (e.g., puts, calls, warrants, optio Security (Month/Day/Year) I I I I I I I I I I I I I I I I I I I	Table I - Non-Derivative Securities Acquired, Disposed Fice of Executive Conversion of Exercise Price of Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. 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Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Securities Beneficially Owned Following Transaction(s) (Instr. 3 and 4) Stock 12/31/2016 F 16,495(1) D \$78.78 1,266,808(2) Stock 314,479 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Transaction(s) (Instr. 3 and 4) Table (e.g., puts, calls, warrants, options) S. Amount of Date (A) or	DTRADE CENTER, 250 GREENWICH ORK NY 10007 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date (Month/Day/Year) (Mon	DTRADE CENTER, 250 GREENWICH ORK NY 10007 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned for (Month/Day/Year) A. Benendment, Date of Original Filed (Month/Day/Year) Stock 12/31/2016 A. Benend Code (Instr. 8) A. Benend Code (Instr. 8) A. Benend Code (Instr. 4) A. Benend Code (Instr. 8) A. Benend Code (Instr. 4) A. Benend Code (Instr. 8) A. Benend Code (Instr. 4) A. Benend Co

Explanation of Responses:

- 1. Represents shares reacquired by MSCI Inc. to satisfy tax withholding obligations in connection with the vesting and conversion to shares of 29,549 performance stock units related to the achievement of certain cumulative performance metrics for the 2014 and 2015 fiscal years that time-vested on December 31, 2016.
- 2. Amount excludes charitable gifts to educational institutions on behalf of the Reporting Person. The gifts consisted of 12,550 shares in the aggregate each transferred on June 2, 2016.

(A) (D)

Remarks:

/s/ Cecilia Aza, attorney-in-fact 01/04/2017

Date

** Signature of Reporting Person

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).

Code V

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.