

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>Kinney Catherine R</u>  (Last) (First) (Middle) MSCI INC. 7 WORLD TRADE CENTER, 250 GREENWICH ST.  (Street) NEW YORK NY 10007  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MSCI Inc.</u> [ MSCI ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/15/2022	
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			
Common Stock	11/15/2022		s		339	D	\$506.92	14,676 <sup>(1)</sup>	D	
Common Stock	11/15/2022		G	V	2,012	D	\$0.00 <sup>(2)</sup>	2,008 <sup>(2)</sup>	I	By Catherine R. Kinney 2020 GRAT
Common Stock	11/15/2022		G	V	2,012	A	\$0.00 <sup>(2)</sup>	2,012 <sup>(2)</sup>	I	By Catherine R. Kinney Family Trust
Common Stock	11/16/2022		s		1,660	D	\$501.59 <sup>(3)</sup>	13,016	D	
Common Stock	11/16/2022		s		400	D	\$502.67 <sup>(4)</sup>	12,616	D	
Common Stock								10,558	I	By Catherine R. Kinney 2021 GRAT No. 2

**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					

**Explanation of Responses:**

- The balance shown reflects the November 15, 2022 transfer of 2,008 shares previously indirectly held by the Catherine R. Kinney 2020 GRAT, a grantor retained annuity trust established by the Reporting Person, following the termination of the Catherine R. Kinney 2020 GRAT, to direct holdings by the Reporting Person.
- Reflects the exempt contribution pursuant to Rule 16a-13 by the Reporting Person of 2,012 shares previously indirectly held by the Catherine R. Kinney 2020 GRAT, a grantor retained annuity trust established by the Reporting Person, following the termination of the Catherine R. Kinney 2020 GRAT, to the Catherine R. Kinney Family Trust, a trust established by the Reporting Person.
- This transaction was executed in multiple trades at prices ranging from \$501.41 to \$502.275. The price reported above reflects the weighted average sales price. The Reporting Person hereby undertakes to provide, upon request, to the SEC staff, the issuer or the security holders of the issuer full information regarding the number of shares and prices at which each transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$502.665 to \$502.67. The price reported above reflects the weighted average sales price. The Reporting Person hereby undertakes to provide, upon request, to the SEC staff, the issuer or the security holders of the issuer full information regarding the number of shares and prices at which each transaction was effected.

**Remarks:**

/s/ Cecilia Aza, attorney-in-  
fact

11/17/2022

\*\* 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.**