SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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										
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hours per response:	0.5									

1. Name and Address of Reporting Person [*] Winters Kathleen A			2. Issuer Name and Ticker or Trading Symbol <u>MSCI Inc.</u> [MSCI]		tionship of Reporting Per all applicable) Director Officer (give title	10% Owner Other (specify	
(Last) (First) (Middle) MSCI INC. 7 WORLD TRADE CENTER, 250 GREENWI		. ,	3. Date of Earliest Transaction (Month/Day/Year) 05/02/2016		below) Chief Financial	below) Officer	
ST. (Street) NEW YORK	NY	10007	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	,		
(City)	(State)	(Zip)					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	if any '		4. Secur Dispose de (Instr. 5)		Cquired D) (Instr.		Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (lostr 4)
			Code	v	Amount (A) ((D)		Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	05/02/2016		Α		30,287(1)	Α	\$ <mark>0</mark>	30,287	D	
Common Stock	05/02/2016		A		6,8 47 ⁽²⁾	Α	\$ <mark>0</mark>	37,134	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transa Code (8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exerc Expiration Da (Month/Day/Y	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	Amount or Number of Shares				

Explanation of Responses:

1. Restricted stock units ("RSUs") vesting and converting to 21,070, 3,950 and 5,267 shares on the first, second and third anniversaries of the grant date, respectively. Each RSU represents a contingent right to receive one share of MSCI common stock.

2. RSUs vesting and converting to shares ratably on February 10 in each of 2017, 2018 and 2019. Each RSU represents a contingent right to receive one share of MSCI common stock.

/s/ Cecilia Aza, attorney-in-fact 05/04/2016

** 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.