

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>Fernandez Henry A</u> <hr/> (Last) (First) (Middle) <u>MSCI INC.</u> <u>88 PINE STREET</u> <hr/> (Street) <u>NEW YORK NY 10005</u> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>MSCI Inc. [MSCI]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) <u>12/14/2010</u> <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, CEO and President</u> <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
--	--	--	---	--	--	--	--	--

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	12/14/2010		A		78,846 ⁽¹⁾	A	\$0	924,094	D	
Class A Common Stock								500,000	I	By GRAT ⁽²⁾
Class A Common Stock								53,541	I	By Fernandez 2007 Children's Trust
Class A Common Stock								3,000	I	By Son
Class A Common Stock								3,000	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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Option	\$36.7	12/14/2010		A		208,175 ⁽³⁾		(3)	12/14/2020	Class A Common Stock	208,175 ⁽³⁾	\$0	208,175 ⁽³⁾	D	

Explanation of Responses:

1. Includes (i) 62,121 restricted stock units (RSUs) vesting at a rate of 33 1/3% on the first, second and third anniversaries of the grant date and (ii) 16,725 performance stock units (PSUs) representing the minimum payout related to the grant of 33,450 PSUs subject to time-vesting and performance-vesting. The PSUs time-vest at a rate of 50% on each of December 31, 2012 and 2013 and performance-vest (within a range of 50% and 150%) based on the achievement of certain cumulative performance metrics for the 2011 and 2012 fiscal years. The two tranches of PSUs convert no earlier than January 1 and no later than March 15 of 2013 and 2014, respectively. Each RSU and PSU represents a contingent right to receive one share of MSCI class A common stock.

2. Mr. Fernandez is trustee and sole annuitant.

3. Includes 54,935 options, 52,631 options, 50,835 options, and 49,774 options subject to time-vesting and price-vesting. The option tranches time-vest on the second, third, fourth and fifth anniversaries of the grant date, respectively. Each option tranche will price-vest if the closing price of MSCI class A common stock satisfies stock price targets of \$41.70, \$46.70, \$51.70 and \$56.70, respectively, for 20 consecutive trading days following the applicable time-vesting date and prior to the expiration date.

Remarks:

/s/ Henry A. Fernandez 12/16/2010

** 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.