

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>Zangari Peter J.</u>  (Last) (First) (Middle) <u>MSCI INC.</u> <u>7 WORLD TRADE CENTER, 250 GREENWICH ST.</u>  (Street) <u>NEW YORK NY 10007</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MSCI Inc. [ MSCI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Head of Port Mgmt Analytics</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/27/2015</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  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			
Common Stock	01/27/2015		A		5,980 <sup>(1)</sup>	A	\$0	38,700	D	
Common Stock	01/27/2015		A		24,746 <sup>(2)(3)</sup>	A	\$0	63,446	D	

**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)
						Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Restricted stock units (RSUs) vesting and converting to shares at a rate of 16.7%, 66.7% and 16.6% 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.
- Performance stock units (PSUs) representing the minimum payout related to the grant of 27,497 PSUs subject to time- and performance-vesting. The PSUs vest in three equal tranches within a range of 90% to 110% on the last day of each of the performance periods based on the achievement of certain cumulative performance metrics for the three-year period comprised of fiscal years 2015, 2016 and 2017 (first tranche), the four-year period comprised of fiscal years 2015, 2016, 2017 and 2018 (second tranche) and the five-year period comprised of fiscal years 2015, 2016, 2017, 2018 and 2019 (third tranche). The first tranche of PSUs generally converts to shares no earlier than January 1 and no later than March 15, 2018, the second tranche of PSUs generally converts to shares no earlier than January 1 and no later than March 15, 2019 and the third tranche of PSUs generally converts to shares no earlier than January 1 and no later than March 15, 2020.
- Each PSU represents a contingent right to receive one share of MSCI common stock.

/s/ Cecilia Aza, attorney-in-fact 01/29/2015

\*\* 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.

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