

**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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Fernandez Henry A</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, CEO and President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/28/2015</u>	
	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	01/28/2015		F		8,008 <sup>(1)</sup>	D	\$53.89	1,070,513 <sup>(2)(3)(4)</sup>	D	
Common Stock								122,651 <sup>(3)</sup>	I	By 2012 GRAT <sup>(5)</sup>
Common Stock	01/30/2015		G	V	13,182	D	\$0	0 <sup>(4)(6)</sup>	I	By 2010 GRAT <sup>(5)</sup>
Common Stock	01/30/2015		G	V	13,182	A	\$0	226,723 <sup>(6)</sup>	I	By Fernandez 2007 Children's Trust
Common Stock								7,900	I	By Son
Common Stock								3,625	I	By Son
Common Stock								730	I	By Daughter

**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:**

- Represents shares reacquired by MSCI Inc. to satisfy tax withholding obligations in connection with the vesting and conversion to shares of 14,975 restricted stock units granted to the Reporting Person on January 28, 2014.
- Amount excludes charitable gifts to educational institutions on behalf of the Reporting Person effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on June 5, 2014. The gifts consisted of 20,300 shares in the aggregate each transferred on August 29, 2014.
- Amount reflects the distribution and transfer on January 30, 2015 of 39,162 shares as an annuity payment from the 2012 GRAT to the Reporting Person which changed the Reporting Person's beneficial ownership of such shares from indirect to direct ownership.
- Amount reflects the distribution and transfer on January 30, 2015 of 158,167 shares as an annuity payment from the 2010 GRAT to the Reporting Person which changed the Reporting Person's beneficial ownership of such shares from indirect to direct ownership.
- The Reporting Person is trustee and sole annuitant.
- Amount reflects the distribution and transfer on January 30, 2015 of 13,182 shares from the 2010 GRAT to the Fernandez 2007 Children's Trust.

/s/ Cecilia Aza, attorney-in-fact 01/30/2015

\*\* 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.

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.