FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB A	PPROVAL
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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

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nd Address of <u>Gary</u>	Reporting Person*								ading	Symbol				all app Dired	olicable) ctor	10% (Owner
(Last) (First) (Middle) MSCI INC. 7 WORLD TRADE CENTER, 250 GREENWICH				3. Date of Earliest Transaction (Month/Day/Year) 08/09/2012							X Officer (give title Other (specify below) Corporate Secretary						
(Street) NEW YORK NY 10007 (City) (State) (Zip)				4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Indiv Line) X	,				
	Tabl	le I - No	on-Deriv	ative	Sec	uritie	s Ac	quired	l, Dis	sposed o	f, or E	Benefic	ially	Owne	ed		
Date				Execution Date,						and 5) Secu Bene Owne		ities icially d Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership			
								Code	v			Price)	Trans	action(s)		(Instr. 4)
Common Stock 08/0		08/09/2	2012		S		9,000	D	\$34	\$34.97(1)		89,595	D				
	Та	able II -												wned			
perivative Conversion Date Execution Discourity or Exercise (Month/Day/Year) if any		on Date,	Transa Code (6. Date Exercisable and Expiration Date (Month/Day/Year)		Amount		Derivativ Security (Instr. 5)		derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
	Conversion or Exercise Price of Derivative	(First) (C. D TRADE CENTER, 250 CONTER) (State) (State) (State) (State) (Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) IC. ID TRADE CENTER, 250 GREEN DRK NY 10007 (State) (Zip) Table I - No Security (Instr. 3) Stock Table II - Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	(First) (Middle) IC. D TRADE CENTER, 250 GREENWICH DRK NY 10007 (State) (Zip) Table I - Non-Deriv Security (Instr. 3) 2. Transact Date (Month/Date (Month/Day)) Table II - Derivat (e.g., pt) 2. Transaction Date (Month/Day)/Year) Stock 3. Transaction Date (if any (Month/Day)/Year)	(First) (Middle) (C. D TRADE CENTER, 250 GREENWICH Table I - Non-Derivative Security (Instr. 3) Table II - Derivative S (e.g., puts, c Conversion or Exercise Price of Derivative (Month/Day/Year) 2. Is Missing Missing Middle) 3. D 08// 3. D 08// 4. If Missing Missing Middle) 3. D 08// 4. If Missing Missing Middle) 3. D 08// 4. Transa Code (Month/Day/Year) 2. (Month/Day/Year) 3. D 08// 4. Transa Code (Month/Day/Year) (Month/Day/Year)	(First) (Middle) (C. DTRADE CENTER, 250 GREENWICH Table I - Non-Derivative Sec (Month/Day/Year) Table II - Derivative Secur (e.g., puts, calls, or Exercise Price of Derivative Security (Month/Day/Year) 2. Issuer MacCI 3. Date of 08/09/20 4. If Amen 2. Transaction Date (Month/Day/Year) Table II - Derivative Secur (e.g., puts, calls, if any (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 4. Transaction Code (Instr. 8)	(First) (Middle) (C. D TRADE CENTER, 250 GREENWICH Table I - Non-Derivative Securities (Month/Day/Year) (State) (Zip) Table II - Derivative Securities (e.g., puts, calls, warrous of Derivative Security (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (E.g., puts, calls, warrous of Derivative Securities (e.g., puts, calls, warrous of Derivative Security (A) of Derivative Security (Instr. 8)	Conversion or Exercise Price of Derivative Security Conversion Or Exercise Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Conversion Or Disposed of (D) (Ins	Cary Cary	Conversion or Exercise Price of Date (Month/Day/Year) Conversion or Exercise Price of Date (Month/Day/Year) Conversion or Exercise Price of Derivative Security (Month/Day/Year) Code (Instr. 2) Code (Instr. 3) Code (I	Code V Amount	MSCI Inc. [MSCI] State (Middle) (And the privative securities and the privative securities an	Conversion of Exercise Conversion of Exercises Conversion of Exe	2. Issuer Name and Ticker or Trading Symbol S. Relation MSCI Inc. MSCI S. Relation MSCI Inc. MSCI Inc. MSCI S. Relation MSCI Inc. MSCI Inc. MSCI S. Relation MSCI Inc. MSCI In	C. Address of Reporting Person' C Gary.	2. Issuer Name and Ticker or Trading Symbol MSCI Inc. [MSCI] 2. Issuer Name and Ticker or Trading Symbol MSCI Inc. [MSCI] 3. Date of Earliest Transaction (Month/Day/Year) ORK NY 10007 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3) 2. Transaction [Month/Day/Year] Date (Month/Day/Year) Security (Instr. 3) 2. Transaction [Month/Day/Year] Date (Month/Day/Year) Security (Instr. 3) 2. Transaction [Month/Day/Year] Date (Month/Day/Year) Security (Instr. 3) 3. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3 and 4) Stock 3. A Deemed Execution Date, (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3 and 4) Stock 3. Transaction [Month/Day/Year] Stock 4. Transaction [Month/Day/Year] Stock 5. Relationship of Reported [Check all applicable) [Check	Address of Reporting Person's Carry (First) (Middle) (C. D TRADE CENTER, 250 GREENWICH Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Conversion Oate (Month/Day/Year) Security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Conversion Oate (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Conversion Oate (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Oate (Month/Day/Year) Stock 08/09/2012 S 9,000 D \$34.97(1) 3, Form filed by More than One Reperson(9) (Instr. 4) Conversion Oate (P.g., puts, calls, warrants, options, convertible Securities) Conversion Oate (P.g., puts, calls, warrants, options, convertible Securities) Derivative Security (Instr. 3) 3, Transaction (Month/Day/Year) Amount (Month/Day/Year) 3, Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) Code (Instr. 4) 4. If Amendment, Date of Original Filed (Month/Day/Year) Code (Instr. 4) Securities Acquired (A) or Securities Securities Securities Securities Securities Securities Securities Securities Securities (Instr. 4) Stock 08/09/2012 S 9,000 D \$34.97(1) 39,595 D Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Experison Date, Order (Instr. 4) Conversion Oate (Instr. 4) (Month/Day/Year) Amount of Code (Instr. 4) (Month/Day/Year) (Month/Day/Year) Amount of Code (Instr. 4) (Month/Day/Year) (Month/Day/Year) Amount of Code (Instr. 4) (Month/Day/Year) (Month/Day/Year) Amount of Code (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4)

Explanation of Responses:

1. This transaction was executed in multiple trades at prices ranging from \$34.94 to \$35.03. The price reported above reflects the weighted average purchase 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/ Gary Retelny

08/10/2012

** 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.