FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPRO | VAL | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | |
| Estimated average burden | | | | | | | | |
| hours per response: | 0.5 | | | | | | | |

| | Check this box if no longer subject to |
|---|--|
| ٦ | Section 16. Form 4 or Form 5 obligations may continue. See |
| J | obligations may continue. See |
| | Instruction 1(h) |

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | | | | _ | | | | | | | | | | | | | | | | |
|---|---|------------------|--|----------|---------------------|--|----------------------|------------------------|---|-----------------------|----------------------------|--|---------------|--------------------------|---|--------------------------------------|--------------------------------|---------------------------|-------------------|--|--|
| l | d Address of | | 2. Issuer Name and Ticker or Trading Symbol MSCI Inc. [MSCI] | | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | | | | |
| Brierwood David C | | | | | | | TWOOT THE, [WISE!] | | | | | | | | | Direc | ctor | 10% | Owner | | |
| | | | | | | | | | | | | | | | | Offic belov | er (give title w) | Othe belo | er (specify w) | | |
| (Last) (First) (Middle) | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | | | | | Chief Operating Officer | | | | r | | |
| MSCI INC. | | | | | | 11/14/2010 | | | | | | | | | Cilier Operating Officer | | | | | | |
| 88 PINE STREET | | | | | | | | | | | | | | | | | | | | | |
| OU FINE STREET | | | | | | 4. If Amondment, Date of Original Filed (Month/Day/Veer) | | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | |
| | | | | | · ^{4.} " | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | b. Individual or Joint/Group Filing (Check Applicable Line) | | | | | | |
| (Street) | | | | | | | | | | | | | | | | X Form filed by One Reporting Person | | | | | |
| NEW YO | ORK N | Y 1 | .0005 | | | | | | | | | | | | | | | | | | |
| | | | | | . | | | | | | | | | | Form filed by More than One Reporting Person | | | | | | |
| (City) | (0) | ento) / | Zim) | | | | | | | | | | | | | 1 010 | 011 | | | | |
| (City) | (5 | ate) (| Zip) | | | | | | | | | | | | | | | | | | |
| | | Tabl | e I - Noi | n-Deriv | ative | Sec | uritie | s Acc | uired | , Dis | posed o | f, o | r Ben | eficia | ally | Owne | ed | | | | |
| 1. Title of Security (Instr. 3) 2. Transact | | | | | | | | | | | 4. Securities Acquired (A) | | | | | | ount of | 6. Ownership | | | |
| | | • | | Date | au/Vaa | Execution Date, if any (Month/Day/Year) | | | Transaction Disposed Of (D) (II | | | O) (Instr. | . 3, 4 and 5) | | | | Form: Direct (D) or Indirec | of Indirect Beneficial | | | |
| | | | | (Month/D | ayı rea | | | | Code (Instr. 8) | | | | | | | d Following | (I) (Instr. 4) | Ownership | | | |
| | | | | | | (| | | <u> </u> | 1 100 | | | Repoi | | | ``` | (Instr. 4) | | | | |
| | | | | | | | | | Code | v | Amount | | (A) or (D) | Price | • | Transaction(s) (Instr. 3 and 4) | | | | | |
| Class A Common Stock 11/14/2 | | | | | | | 2010 | | F | | 28,157 | (1) D \$35 | | .95 836,824 | | D | | | | | |
| | | | 3, 2 | | | | | | | | | | | | | | | | | | |
| | | Та | ble II - I | Derivat | ive S | ecu | rities | Acqui | ired, D | Dispo | osed of, | or E | Benefi | iciall | y Ov | vned | | | | | |
| | | | (| e.g., pu | uts, c | alls, | warra | ants, | option | ıs, c | onvertib | le s | securi | ties) | | | | | | | |
| 1. Title of | 2. | 3. Transaction | 3A. Deem | hou | 4. | | 5. Nu | mhor | 6 Date F | Everci | cable and | 7 7 | Fitle and | | o Dr | ice of | 9. Number o | f 10. | 11. Nature | | |
| Derivative | Conversion or Exercise | Date | Execution | | | | | | 6. Date Exercisable and Expiration Date | | | Amount of | | | Derivative | | derivative | Ownership | p of Indirect | | |
| Security | | (Month/Day/Year) | if any | | | Code (Instr. | | | | Day/Y | ear) | Securities | | | Security | | Securities | Form: | Beneficial | | |
| (Instr. 3) | Instr. 3) Price of Derivative Security (Month/Day/Yea | | | ay/Year) | 8) | 3) | | Securities Acquired | | Underlying Derivative | | | | (Instr. 5) | | Beneficially Owned | Direct (D) or Indirect | Ownership t (Instr. 4) | | | |
| | | | | | | | (A) or | | Security (Instr | | | str. 3 | Following | | | (I) (Instr. 4 | | | | | |
| | | | | | | of (D) (Instr. 3, 4 | | and 4) | | | d 4) | | | Reported Transaction(| | (e) | | | | | |
| | | | | | | | | | | | | | | | (Instr. 4) | (3) | | | | | |
| | | | | | | and 5) | | | | | | | | | , , | | | | | | |
| | | | | | | | | | | | Am | ount | 1 | | | | | | | | |
| | | | | | | | | | | | | or | | | | | - 1 | | | | |
| | | | | | | | | Date | | Expiration | | Nul | mber | | | | | | | | |
| | | | | | Code | v | (A) | | Exercisa | able | Date | Titl | | ares | | | | | | | |

Explanation of Responses:

1. Represents shares reacquired by MSCI to satisfy tax withholding obligations in connection with the vesting and conversion to shares of 55,208 restricted stock units granted to the Reporting Person on November 14, 2007.

Remarks:

/s/ Cecilia Aza, attorney-in-fact 11/16/2010

** 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.