FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OWR APPRO	VAL					
OMB Number:	3235-0287					
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	Check this box if no longer subject to
\neg	Section 16. Form 4 or Form 5
J	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 * $\underline{duPont\ Benjamin\ F}$						2. Issuer Name and Ticker or Trading Symbol MSCI Inc. [MSCI]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
															Director			10% O	wner		
ast) (First) (Middle)					3. Date of Earliest Transaction (Month/Day/Year) 05/05/2011													Other (below)	(specify		
ONE CHASE MANHATTAN PLAZA, 44TH FL						4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable						
(Street) NEW YORK NY 10005														X	Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City) (State) (Zip)																					
	Tabl	e I - Nor	n-Deriva	ative	Se	curitie	s Ac	quired,	Dis	posed o	f, or	Bene	eficia	ally Ov	vne	d					
Date					ar) I	2A. Deemed Execution Date, if any (Month/Day/Year)		Code	Transaction Disposed Code (Instr. 5)			cquired)) (Instr.	(A) or 3, 4 a	nd Se Be Ov	5. Amount of Securities Beneficially Owned Following		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	Tra	Transaction(s) (Instr. 3 and 4)				(11341.4)		
Class A Common Stock 05/05/								A		1,627	7	A	\$	0	15,044			D			
Class A Common Stock 05/05/										2,572(1)		A	A \$0		17,616			D			
	Та													y Own	ed						
2. Conversion or Exercise Price of Derivative Security	se (Month/Day/Year)	Execution if any	Date,	Code (Ins 8)		of Deriv Secu Acqu (A) o Disp of (D (Instrand s	rative rities ired r osed) : 3, 4	Expiration (Month/D	Expiration Date (Month/Day/Yea		Amo Secu Und Deri Secu and	ount of urities erlying vative urity (In: 4) Amo or Nun of	ount nber	Derivati Securit	ive y)	derivative Securities Beneficially Owned Following Reported	Owne Form: Direct or Ind (I) (Ins	Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
	Common Store Conversion or Exercise Price of Derivative	(First) (CIC. (ASE MANHATTAN PLAZEDRK NY 1 (State) (CIC. (CIC	(First) (Middle) IC. IASE MANHATTAN PLAZA, 44TH DRK NY 10005 (State) (Zip) Table I - Nor Security (Instr. 3) Common Stock Table II - L ((Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3)	(First) (Middle) IC. IASE MANHATTAN PLAZA, 44TH FL DRK NY 10005 (State) (Zip) Table I - Non-Derivation (e.g., put) Common Stock 05/05 Table II - Derivati (e.g., put) 2. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) if any (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Transaction Date (Benjamin F (First) (Middle) IC. IASE MANHATTAN PLAZA, 44TH FL ORK NY 10005 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Yes) Table II - Derivative S (e.g., puts, of Derivative of Derivative (Month/Day/Year) 2. Conversion or Exercise Price of Derivative (Month/Day/Year) Price of Derivative (Month/Day/Year) 3. Conversion Date (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) [A	Benjamin F (First) (Middle) (IC. (ASE MANHATTAN PLAZA, 44TH FL DRK NY 10005 (State) (Zip) Table I - Non-Derivative Se Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Table II - Derivative Security (e.g., puts, calls Price of Derivative Security (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (if any (Month/Day/Year)) (Month/Day/Year) 3. Transaction Code (Instr. 8) 3. Transaction Date (if any (Month/Day/Year)) (Month/Day/Year)	Benjamin F (First) (Middle) IC. IASE MANHATTAN PLAZA, 44TH FL DRK NY 10005 (State) (Zip) Table I - Non-Derivative Securities (Month/Day/Year) Common Stock Date (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) 2. Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) Date (Month/Day/Year) A. Transaction Date (e.g., puts, calls, warr (Month/Day/Year) Date (Month/Day/Year) A. Transaction Code (Instr. 8) Security A. Transaction Date (Month/Day/Year) Object of Derivative Securities (e.g., puts, calls, warr (A) of Derivative Security (Instr. 8)	Benjamin F (First) (Middle) IC. (ASE MANHATTAN PLAZA, 44TH FL DRK NY 10005 (State) (Zip) Table I - Non-Derivative Securities Accurrity (Instr. 3) 2. Transaction Date (Month/Day/Year) Common Stock 05/05/2011 Table II - Derivative Securities Acquered (e.g., puts, calls, warrants, (Month/Day/Year) 2. Table II - Derivative Securities Acquered (e.g., puts, calls, warrants, (Month/Day/Year) 2. Common Stock 05/05/2011 Table II - Derivative Securities Acquered (e.g., puts, calls, warrants, (Month/Day/Year) 2. Common Stock 05/05/2011 Table II - Derivative Securities Acquered (e.g., puts, calls, warrants, (Month/Day/Year) 2. Common Stock 05/05/2011	MSCI Inc. [MSCI]	MSCI Inc. [MSCI]	Security (Instr. 3) Security (Instr. 3)	MSCI Inc. [MSCI] (First)	MSCI Inc. [MSCI] Solution Securities Securities Securities	MSCI Inc. [MSCI] MSCI MSCI] MSCI Inc. [MSCI] MSCI Inc	MSCI Inc. [MSCI] Check all X Check a	MSCI Inc. [MSCI] MSCI MSCI	Check all applicable X Director Officer (give title below)	MSCI Inc. MSCI MS	MSCI Inc. MSCI MS		

Explanation of Responses:

1. Restricted Stock Units vesting May 5, 2012

Remarks:

/s/ Cecilia Aza, Attorney-in-

Fact

05/09/2011 ** 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.