

FACTSET RESEARCH SYSTEMS INC

Form 4

January 06, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
THOMAS TOWNSEND

2. Issuer Name and Ticker or Trading Symbol
FACTSET RESEARCH SYSTEMS INC [FDS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

FACTSET RESEARCH SYSTEMS INC, 601 MERRITT 7

01/05/2006

Chief Content Officer

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

NORWALK, CT 06851

(City) (State) (Zip)

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 or Price | | |
| FactSet Common Stock | 01/05/2006 | | M | | 33,750 A \$ 39.79 | 465,743 | D |
| FactSet Common Stock | 01/05/2006 | | M | | 18,831 A \$ 39.79 | 484,574 | D |
| FactSet Common Stock | 01/05/2006 | | M | | 5,512 A \$ 39.79 | 490,086 | D |
| FactSet Common Stock | 01/05/2006 | | M | | 27 A \$ | 490,113 | D |

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Common Stock 39.79

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| FactSet Common Stock | \$ 6.67 | 01/05/2006 | | M | 33,750 | 02/09/1998 02/09/2008 | FactSet Common Stock 33,750 |
| FactSet Common Stock | \$ 12.94 | 01/05/2006 | | M | 18,831 | 03/29/1999 03/29/2009 | FactSet Common Stock 18,831 |
| FactSet Common Stock | \$ 22.08 | 01/05/2006 | | M | 5,512 | 03/13/2000 03/13/2010 | FactSet Common Stock 5,512 |
| FactSet Common Stock | \$ 22.83 | 01/05/2006 | | M | 27 | 11/13/2000 11/13/2010 | FactSet Common Stock 27 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

THOMAS TOWNSEND
FACTSET RESEARCH SYSTEMS INC
601 MERRITT 7
NORWALK, CT 06851

Chief Content Officer

Signatures

Townsend
Thomas

01/06/2006

__Signature of
Reporting Person

Date

Explanation of Responses:

* 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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