

IHS Inc.
Form 4
July 10, 2012

FORM 4

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

OMB APPROVAL

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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 *
STEAD JERRE L

(Last) (First) (Middle)

C/O IHS INC., 15 INVERNESS WAY EAST

(Street)

ENGELWOOD, CO 80112

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
IHS Inc. [IHS]

3. Date of Earliest Transaction (Month/Day/Year)
07/09/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and Chairman of the Board

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

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 |
| Class A Common Stock | 07/09/2012 | | M | | 11,826 | A | \$ 37.65 |
| Class A Common Stock | 07/09/2012 | | S | | 8,024 | D | \$ 105.0452 (1) |
| Class A Common Stock | 07/09/2012 | | S | | 3,802 | D | \$ 106.0816 (2) |
| Class A Common | 07/10/2012 | | M | | 42,884 | A | \$ 37.65 |

Stock

| | | | | | | | | |
|----------------------------|------------|---|--------|---|-----------------------|---------|---|------------------------------|
| Class A Common Stock | 07/10/2012 | S | 8,000 | D | \$ 104.1888 (3) | 234,058 | D | |
| Class A Common Stock | 07/10/2012 | S | 34,478 | D | \$ 105.3498 (4) | 199,580 | D | |
| Class A Common Stock | 07/10/2012 | S | 406 | D | \$ 106.0174 (5) | 199,174 | D | |
| Class A Common Stock | | | | | | 258,889 | I | By JMJS Group - II LLP |

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

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(9-02)

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 Security (Instr. 3 and 4) | 8. Amount or Number of Underlying Securities |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Securities |
| Employee Stock Option (Right-to-Buy) | \$ 37.65 | 07/09/2012 | | M | 11,826 | (6) 01/29/2015 | Class A Common Stock | 11,826 |
| Employee Stock Option (Right-to-Buy) | \$ 37.65 | 07/10/2012 | | M | 42,884 | (6) 01/29/2015 | Class A Common Stock | 42,884 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

STEAD JERRE L
C/O IHS INC.
15 INVERNESS WAY EAST
ENGELWOOD, CO 80112

CEO and
Chairman of
the Board

Signatures

/s/ M. Sean Radcliffe, Attorney-in-Fact on behalf of Reporting
Person

07/10/2012

__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).

(1) The price is a weighted average price. The prices actually received ranged from \$105.00 to \$105.19. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(2) The price is a weighted average price. The prices actually received ranged from \$106.00 to \$106.35. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(3) The price is a weighted average price. The prices actually received ranged from \$104.00 to \$104.47. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(4) The price is a weighted average price. The prices actually received ranged from \$105.00 to \$105.99. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(5) The price is a weighted average price. The prices actually received ranged from \$106.00 to \$106.04. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(6) The options vested in three equal installments on January 29, 2008, 2009 and 2010.

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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