

OBSTLER DAVID M

Form 4

April 12, 2012

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
OBSTLER DAVID M

(Last) (First) (Middle)

**MSCI INC., ONE CHASE
MANHATTAN PLAZA, 44TH FL**

(Street)

NEW YORK, NY 10005

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/10/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Class A Common Stock	04/10/2012 ⁽¹⁾		M	10,000 A	\$ 6.62 43,695	D	
Class A Common Stock	04/10/2012 ⁽¹⁾		S	10,000 D	\$ 36.41 33,695 ⁽²⁾	D	
Class A Common Stock	04/12/2012 ⁽¹⁾		M	5,000 A	\$ 6.62 38,695	D	
Class A Common	04/12/2012 ⁽¹⁾		S	5,000 D	\$ 36 33,695	D	

Stock

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

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SEC 1474
(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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Option to purchase Class A Common Stock	\$ 6.62	04/10/2012 ⁽¹⁾		M	10,000	⁽³⁾ 01/28/2015	Class A Common Stock	10,000
Option to purchase Class A Common Stock	\$ 6.62	04/12/2012 ⁽¹⁾		M	5,000	⁽³⁾ 01/28/2015	Class A Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
OBSTLER DAVID M MSCI INC. ONE CHASE MANHATTAN PLAZA, 44TH FL NEW YORK, NY 10005	Chief Financial Officer

Signatures

/s/ David M.
Obstler 04/12/2012

**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) This transaction was made pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 9, 2011.

This transaction was executed in multiple trades at prices ranging from \$36.17 to \$36.60. The price reported above reflects the weighted

(2) 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.

(3) The options vested in four approximately equal installments on January 28, 2006, 2007, 2008 and 2009.

Following the transaction reported on this Form 4, the Reporting Person holds 253,887 vested options and 5,445 unvested options to

(4) acquire MSCI class A common stock. Please see the Form 4 filed by the Reporting Person on June 3, 2010 and the ownership amounts reported therein, as amended by subsequent Form 4 filings, for additional information on all classes of derivative securities beneficially owned by the Reporting Person.

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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