

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Pettit CD Baer</u>  _____ (Last) (First) (Middle) <u>MSCI INC.</u> <u>7 WORLD TRADE CENTER, 250 GREENWICH ST</u> _____ (Street) <u>NEW YORK NY 10007</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MSCI Inc. [ MSCI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <u>President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/02/2018</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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			
Common Stock	02/02/2018		A		15,084 <sup>(1)</sup>	A	\$0.00	188,428	D	
Common Stock	02/02/2018		F		7,090 <sup>(2)</sup>	D	\$142.53	181,338	D	
Common Stock	02/02/2018		A		2,017 <sup>(3)</sup>	A	\$0.00	183,355	D	
Common Stock	02/02/2018		F		6,118 <sup>(4)</sup>	D	\$142.53	177,237	D	
Common Stock	02/06/2018		A		3,685 <sup>(5)</sup>	A	\$0.00	180,922	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. Represents the number of shares of common stock issued following the vesting and conversion of performance stock units ("PSUs") granted to the reporting person on January 27, 2015, upon certification by the Compensation and Talent Management Committee (the "Committee") of the achievement of certain cumulative performance metrics for the 2015, 2016 and 2017 fiscal years.
2. Represents shares reacquired by MSCI Inc. to satisfy tax withholding obligations in connection with the vesting and conversion to shares of 15,084 PSUs granted on January 27, 2015.
3. Represents the number of shares of common stock issued following the vesting and conversion of the first tranche of PSUs granted to the reporting person on January 27, 2015, upon certification by the Committee of the achievement of certain cumulative performance metrics for the 2015, 2016 and 2017 fiscal years, and reflects only the number of shares in excess of the amount previously reported with respect to such first tranche of PSUs on the Form 4 filed by the reporting person with the SEC on January 29, 2015.
4. Represents shares reacquired by MSCI Inc. to satisfy tax withholding obligations in connection with the vesting and conversion to shares of the first tranche of 13,015 PSUs granted on January 27, 2015.
5. Restricted stock units ("RSUs") ratably vesting and converting to shares on the first, second and third anniversaries of the grant date. Each RSU represents a contingent right to receive one share of MSCI common stock.

**Remarks:**

/s/ Cecilia Aza, attorney-in-fact 02/06/2018

\*\* 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.