

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>Fernandez Henry A</u> <hr/> (Last) (First) (Middle) MSCI INC. 7 WORLD TRADE CENTER, 250 GREENWICH ST <hr/> (Street) NEW YORK NY 10007 <hr/> (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, CEO and President</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>05/21/2015</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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			
Common Stock	05/21/2015		M		158,401	A	\$36.7	1,220,414	D	
Common Stock	05/21/2015		M		569,720	A	\$18	1,790,134	D	
Common Stock	05/21/2015		F		519,101 ⁽¹⁾	D	\$63.01	1,271,033	D	
Common Stock								122,651	I	By 2012 GRAT ⁽²⁾
Common Stock								226,723	I	By Fernandez 2007 Children's Trust
Common Stock								7,900	I	By Son
Common Stock								3,625	I	By Son
Common Stock								730	I	By Daughter

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	Title	Amount or Number of Shares				
Option to purchase common stock	\$36.7	05/21/2015		M		158,401		(3)	12/14/2020	Common Stock	158,401	\$0.00	49,774	D	
Option to purchase common stock	\$18	05/21/2015		M		569,720		(4)	11/14/2017	Common Stock	569,720	\$0.00	0	D	

Explanation of Responses:

- Represents shares of MSCI Inc. common stock underlying the stock options withheld by MSCI Inc. on exercise (i) as payment of the applicable exercise price of the stock options pursuant to the applicable stock option award agreement and (ii) to satisfy the applicable tax withholding requirement arising from the exercise of the stock options.
- The Reporting Person is trustee and sole annuitant.
- Options to purchase 208,175 shares of MSCI Inc. common stock granted on December 14, 2010, subject to time-vesting and price-vesting conditions. Tranches in the amount of 54,935 options, 52,631 options and 50,835 options time-vested on December 14, 2012, December 14, 2013 and December 14, 2014, respectively. The final tranche in the amount of 49,774 options will time-vest on December 14, 2015. The time-vested option tranches price-vested on December 9, 2013, December 2, 2014 and February 6, 2015, respectively. The final tranche will price-vest if the closing price of MSCI Inc. common stock satisfies the price target of \$56.70 for 20 consecutive days following the time-vesting date and prior to the expiration date.
- Options to purchase 569,720 shares of MSCI Inc. common stock granted on November 14, 2007, which vested 50% on November 14, 2009 and 25% on November 14 of each of 2010 and 2011.

/s/ Cecilia Aza, attorney-in-fact 05/26/2015

** 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.