

MSCI Inc.
Form 5
February 10, 2016

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Fernandez Henry A

(Last) (First) (Middle)

MSCI INC., 7 WORLD TRADE CENTER, 250 GREENWICH ST

(Street)

NEW YORK, NY 10007

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2015

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)
Chairman, CEO and President

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) Amount or Price | | | |
| Common Stock | 05/29/2015 | ^ | G | 12,000 (1) D \$ 0 | 1,271,812 (2) | D | ^ |
| Common Stock | 05/29/2015 | ^ | G | 4,700 (1) D \$ 0 | 1,271,812 (2) | D | ^ |
| Common Stock | 05/29/2015 | ^ | G | 3,000 (1) D \$ 0 | 1,271,812 (2) | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ ^ ^ | 87,756 (2) | I | By 2012 GRAT (3) |

| | | | | | | | | | |
|--------------|---|---|---|---|---|---|------------------------|---|---|
| Common Stock | Â | Â | Â | Â | Â | Â | 226,723 ⁽²⁾ | I | By Fernandez 2007 Children's Trust |
| Common Stock | Â | Â | Â | Â | Â | Â | 7,900 ⁽²⁾ | I | By Son |

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
| | | | | | (A) (D) | Date Exercisable (A) (D) | Expiration Date | Title or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fernandez Henry A MSCI INC. 7 WORLD TRADE CENTER, 250 GREENWICH ST NEW YORK, NY 10007 | Â X | Â | Â Chairman, CEO and President | Â |

Signatures

/s/ Cecilia Aza, attorney-in-fact 02/10/2016
 **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)

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Charitable gift to an educational institution on behalf of the Reporting Person effected pursuant to a 10b5-1 trading plan adopted by the Reporting Person on June 5, 2014.

(2) The reported shares reflect ownership as of December 31, 2015.

(3) The Reporting Person is trustee and sole annuitant.

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