Edgar Filing: Crum Scott A - Form 4

Crum Scott	А										
Form 4	2010										
February 15										PROVAL	
FORM	4 UNITED					OMMISSION	OMB OMB Number:	3235-0287			
Check th if no lon subject to Section 1 Form 5 obligation may con <i>See</i> Instr 1(b).	ger o 16. or Filed pur ons tinue.	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								January 31, 2005 Estimated average burden hours per response 0.5	
(Print or Type	Responses)										
1. Name and A Crum Scott	Person <u>*</u>	2. Issuer Name and Ticker or Trading Symbol MSCI Inc. [MSCI]					5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (1	Middle)	3. Date of Earliest Transaction					(Check	all applicable)	
MSCI INC., 7 WORLD TRADE CENTER, 250 GREENWICH ST.			(Month/Day/Year) 02/13/2019					Director 10% Owner X Officer (give title Other (specify below) below) Chief Human Resources Officer			
NEW YOR	Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
								Person			
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secur	ities Acqu	iired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, i any (Month/Day/Year)			Date, if	3. Transactio Code (Instr. 8)	4. Securiti our Dispose (Instr. 3, 4	ed of ((D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	02/13/2019			А	84,111 (1)	А	\$0	96,999	D		
Common Stock	02/13/2019			F	44,764 (2)	D	\$ 174.87	52,235	D		
Common Stock	02/15/2019			S	19,000 (3)	D	\$ 175.14	33,235	D		

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

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 control

Edgar Filing: Crum Scott A - Form 4

number.

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. Transactic Code (Instr. 8)	TransactionNumber I Code of (6. Date Exercisable and Expiration Date (Month/Day/Year)		le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Repo	rting O	wners				Relati	ionships				

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Crum Scott A MSCI INC. 7 WORLD TRADE CENTER, 250 GREENWICH ST. NEW YORK, NY 10007			Chief Human Resources Officer				
Signatures							

/s/ Cecilia Aza, 02/15/2019 attorney-in-fact Date

**Signature of Reporting Person

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). **
- Represents the number of shares of common stock issued following the vesting and conversion of PSUs granted to the reporting person (1) on February 10, 2016, upon certification by the Compensation & Talent Management Committee on February 13, 2019 of the achievement of the performance metric for the performance period from February 9, 2016 to February 8, 2019.
- Represents shares reacquired by MSCI Inc. to satisfy tax withholding obligations in connection with the vesting and conversion to shares (2)of 84,111 PSUs granted on February 10, 2016 (includes the performance adjustment as described above).
- This transaction was executed in multiple trades at prices ranging from \$174.68 to \$175.43. The price reported above reflects the (3) weighted average sales 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.