

Mobed Rohinton  
 Form 4  
 December 01, 2008

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Mobed Rohinton

(Last) (First) (Middle)  
 C/O IHS INC., 15 INVERNESS WAY EAST  
 (Street)

ENGLEWOOD, CO 80112

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 11/30/2008

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)  
 Co-President and Co-COO

6. Individual or Joint/Group Filing (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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or (D)	Disposed of (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 30.8	11/30/2008		D <sup>(1)</sup>				49,500		<sup>(1)</sup>	02/28/2009 <sup>(2)</sup>	Class A Common Stock
Employee Stock Option (right to buy)	\$ 30.8	11/30/2008		A <sup>(1)</sup>	49,500				11/30/2008		08/31/2009	Class A Common Stock
Employee Stock Option (right to buy)	\$ 37.65	11/30/2008		D <sup>(3)</sup>				12,500		<sup>(3)</sup>	02/28/2009 <sup>(2)</sup>	Class A Common Stock
Employee Stock Option (right to buy)	\$ 37.65	11/30/2008		A <sup>(3)</sup>	12,500				11/30/2008		08/31/2009	Class A Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mobed Rohinton C/O IHS INC. 15 INVERNESS WAY EAST ENGLEWOOD, CO 80112			Co-President and Co-COO	

## Signatures

s/ M. Sean Radcliffe, as Attorney-in-Fact for the Reporting Person 12/01/2008

\*\*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) The two reported transactions involved the amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on July 24, 2006 and provided for vesting on July 24, 2010. The

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exercise price was not amended or adjusted since the original grant date

- (2) The option as originally granted provided for an eight-year term and provided for an option exercise period of three months following termination, so long as the option exercise period did not exceed the original eight-year term. The termination date for the reporting person is November 30, 2008.

- (3) The reported transactions involved the amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on January 29, 2007 and provided that 1/3 of the total 12,500 option shares granted would vest on the first three anniversaries of the January 29, 2007 grant date. Immediately prior to the amendment of the outstanding option, 4,167 shares were vested and unexercised. The exercise price was not amended or adjusted since the original grant date

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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