

Matzke-Hamlin Heather  
 Form 4  
 January 14, 2010

**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 \*  
 Matzke-Hamlin Heather

(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)  
 01/12/2010

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)

Sr VP, Chief Acctg Officer

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 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   |
| Class A Common Stock            | 01/12/2010                           |  | M                              |   | 333   | A  | \$ 37.65  |
|                                 |                                      |  |                                |   | 7,940   |  |   |
| Class A Common Stock            | 01/12/2010                           |  | S <sup>(1)</sup>               |   | 333   | D  | \$ 55   |
|                                 |                                      |  |                                |   | 7,607   |  |   |
| Class A Common Stock            | 01/13/2010                           |  | A <sup>(3)</sup>               |   | 8,340   | A  | \$ 0  |
|                                 |                                      |  |                                |   | 15,947  |  |   |
| Class A Common                  | 01/13/2010                           |  | F <sup>(4)</sup>               |   | 2,695   | D  | \$ 55.27  |
|                                 |                                      |  |                                |   | 13,252  |  |   |

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Stock

|         |            |  |                  |       |    |            |       |
|---------|------------|--|------------------|-------|----|------------|-------|
| Class A |            |  |                  |       | \$ |            |       |
| Common  | 01/14/2010 |  | S <sup>(1)</sup> | 4,645 | D  | 55.5066    | 8,607 |
| Stock   |            |  |                  |       |    | <u>(5)</u> | D     |

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. F  |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy)       | \$ 37.65   | 01/12/2010                           |  | M                              | 333   | <u>(2)</u> 01/29/2015                                    | Class A Common Stock  | 333   |                            |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| Matzke-Hamlin Heather<br>C/O IHS INC.<br>15 INVERNESS WAY EAST<br>ENGLEWOOD, CO 80112 |               |           | Sr VP, Chief Acctg Officer |       |

## Signatures

s/Sean Radcliffe, as Attorney-in-Fact for Reporting Person 01/14/2010

\_\_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) Sold pursuant to the reporting person's previously adopted Rule 10b5-1 trading plan.
  - (2) One-third of the shares awarded vest on each of the first three anniversaries of the grant date.
  - (3) This award represents performance-based restricted stock units that were settled on January 13, 2010 based upon the determination of the Human Resources Committee of the Board of Directors that certain financial performance goals were achieved.
  - (4) Represents shares withheld for taxes upon vesting of restricted stock units.
- The price is a weighted average price. The prices actually received ranged from \$55.50 to \$55.55. The reporting person will provide to
- (5) the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

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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