

DENNING STEVEN A
Form 4
December 13, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
DENNING STEVEN A

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

C/O GENERAL ATLANTIC SERV
CORP, 3 PICKWICK PLAZA

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

GREENWICH, CT 06830

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Class A Common Stock	12/01/2005		A	6,739 A \$ 0	6,739	D	
Class A Common Stock					4,687,500	I	See note ⁽¹⁾
Class A Common Stock					4,687,500	I	See note ⁽²⁾
Class A Common Stock					4,687,500	I	See note ⁽³⁾

Stock

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 (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. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DENNING STEVEN A
C/O GENERAL ATLANTIC SERV CORP
3 PICKWICK PLAZA
GREENWICH, CT 06830

X

Signatures

By: /s/ Stephen Green, as Authorized Signatory for Steven A. Denning

12/13/2005

__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) By General Atlantic Partners 82, L.P. ("GAP 82"). See footnote 4.
- (2) By GAP Coinvestments III, LLC ("GAPCO III"). See footnote 4.
- (3) By GAP Coinvestments IV, LLC ("GAPCO IV"). See footnote 4.

Remarks:

(4) General Atlantic LLC ("GA LLC") is the general partner of GAP 82. The managing directors of GA LLC are also the managing members of GAPCO III and GAPCO IV. Mr. Denning is a managing director of GA LLC and a managing member of GAPCO III and GAPCO IV. Mr. Denning disclaims beneficial ownership of the shares owned by GAP 82, GAPCO III and GAPCO IV except to the extent of his pecuniary interest therein.

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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