Pettit CD Baer Form 4 February 03, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

Section 16.
Form 4 or
Form 5
obligations
may continue.

SECURITIES

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person **
Pettit CD Baer

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

below)

Issuer

below)

(Last)

(City)

(First)

(Middle)

(Zip)

MSCI Inc. [MSCI]
3. Date of Earliest Transaction

(Month/Day/Year) 02/02/2012

____ Director _____ 10% Owner

X_ Officer (give title

MSCI INC., ONE CHASE MANHATTAN PLAZA, 44TH FL

(Street)

(State)

4. If Amendment, Date Original

Head of Client Coverage
6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)
X 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

NEW YORK, NY 10005

1.Title of Security (Month/Day/Year) Execution Date, if (Instr. 3) Execution Date, if (Month/Day/Year) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Form: Direct Indirect
Beneficially (D) or Beneficial
Owned Indirect (I) Ownership
Following (Instr. 4) (Instr. 4)
Reported

(A) Tr or (Ir Amount (D) Price

Transaction(s) (Instr. 3 and 4)

Class A Common

Stock

02/02/2012

A 21,369

Code V

\$ 0 187,084

D

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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities		(Instr. 5)	Bene
	Derivative Security				Securities Acquired			(Instr. 3	3 and 4)		Own
											Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								,	Amount		
									or		
						Date	Expiration		Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Pettit CD Baer MSCI INC. ONE CHASE MANHATTAN PLAZA, 44TH FL NEW YORK, NY 10005

Head of Client Coverage

Signatures

/s/ Cecilia Aza, 02/03/2012 attorney-in-fact

**Signature of Reporting Person

Explanation of Responses:

If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Includes (i) 14,246 restricted stock units (RSUs) vesting and converting to shares at a rate of 33 1/3% on the first, second and third anniversaries of the grant date and (ii) 7,123 performance stock units (PSUs) representing the minimum payout related to the grant of 14,246 PSUs subject to time- and performance-vesting. The PSUs time-vest at a rate of 50% on each of December 31, 2013 and 2014 and

(1) performance-vest (within a range of 50% and 150%) based on the achievement of certain cumulative performance metrics for the 2012 and 2013 fiscal years. The first tranche of PSUs generally converts to shares no earlier than January 1 and no later than March 15, 2014 and the second tranche of PSUs generally converts to shares no earlier than January 1 and no later than March 15, 2015. Each RSU and PSU represents a contingent right to receive one share of MSCI class A common stock.

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.

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