MSCI Inc.
Form 3
February 19, 2014

# FORM 3

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

OMB APPROVAL

| | |
|---|---|
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## INITIAL STATEMENT OF 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 *
Â  Napolitano Richard J
(Last) (First) (Middle)

MSCI INC., 7 WORLD TRADE CENTER,,Â 250 GREENWICH STREET, 49TH FLOOR
(Street)

NEW YORK,Â NYÂ 10007
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
02/10/2014

3. Issuer Name **and** Ticker or Trading Symbol
MSCI Inc. [MSCI]

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer _____ Other
(give title below) (specify below)
Principal Accounting Officer

5. If Amendment, Date Original 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

### Table I - Non-Derivative Securities Beneficially Owned

| 1.Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|
| Common Stock | 9,649 (1) | D | Â |

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

SEC 1473 (7-02)

**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 number.**

### Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|---|---|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|---|---|---|---|---|---|

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|---|---|---|---|---|---|
| | Director | 10% Owner | Officer | | Other |
| Napolitano Richard J<br>MSCI INC., 7 WORLD TRADE CENTER, 250 GREENWICH STREET, 49TH FLOOR<br>NEW YORK,Â NYÂ 10007 | Â | Â | Â | Principal Accounting Officer | Â |

# Signatures

| | |
|---|---|
| /s/ Cecilia Aza, attorney-in-fact | 02/19/2014 |
| **Signature of Reporting Person | Date |

# Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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)** Includes 5,896 restricted stock units (individually, an "RSU") vesting and converting to shares of common stock as follows: 2,033 on June 27, 2014; 645 on February 2, 2015; 569 on each of January 29, 2015 and 2016; 694 on January 28, 2015 and 693 on each of January 28, 2016 and 2017. Each RSU represents a contingent right to receive one share of MSCI Inc. 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.
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