

OBSTLER DAVID M  
Form 4  
April 12, 2012

**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 \*  
**OBSTLER DAVID M**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**04/10/2012**

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

Chief Financial Officer

(Street)

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

**NEW YORK, NY 10005**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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	04/10/2012 <sup>(1)</sup>		M		10,000	A	\$ 6.62 43,695
Class A Common Stock	04/10/2012 <sup>(1)</sup>		S		10,000	D	\$ 36.41 33,695
Class A Common Stock	04/12/2012 <sup>(1)</sup>		M		5,000	A	\$ 6.62 38,695
Class A Common	04/12/2012 <sup>(1)</sup>		S		5,000	D	\$ 36 33,695

Stock

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)	Amount or Number of Shares
Option to purchase Class A Common Stock	\$ 6.62	04/10/2012 <sup>(1)</sup>		M	10,000	<sup>(3)</sup> 01/28/2015	Class A Common Stock	10,000
Option to purchase Class A Common Stock	\$ 6.62	04/12/2012 <sup>(1)</sup>		M	5,000	<sup>(3)</sup> 01/28/2015	Class A Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OBSTLER DAVID M MSCI INC. ONE CHASE MANHATTAN PLAZA, 44TH FL NEW YORK, NY 10005			Chief Financial Officer	

## Signatures

/s/ David M. Obstler 04/12/2012

\*\*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) This transaction was made pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 9, 2011.

This transaction was executed in multiple trades at prices ranging from \$36.17 to \$36.60. The price reported above reflects the weighted

(2) average purchase price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or the security holders of the issuer full information regarding the number of shares and prices at which each transaction was effected.

(3) The options vested in four approximately equal installments on January 28, 2006, 2007, 2008 and 2009.

Following the transaction reported on this Form 4, the Reporting Person holds 253,887 vested options and 5,445 unvested options to

(4) acquire MSCI class A common stock. Please see the Form 4 filed by the Reporting Person on June 3, 2010 and the ownership amounts reported therein, as amended by subsequent Form 4 filings, for additional information on all classes of derivative securities beneficially owned by the Reporting Person.

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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