

MSCI Inc.
Form 5
February 14, 2014

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Fernandez Henry A

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, CEO and President

MSCI INC., 7 WORLD TRADE CENTER, 49TH FL, 250 GREENWICH STREET

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2013

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

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10007

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock	05/31/2013	^	G	5,000 (1) D \$ 0	817,551	D	^
Common Stock	05/31/2013	^	G	3,125 (1) D \$ 0	817,551	D	^
Common Stock	05/31/2013	^	G	3,125 (1) D \$ 0	817,551	D	^
Common	08/31/2013	^	G	5,000 D \$ 0	817,551	D	^

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Stock				(1)					
Common Stock	12/02/2013	Â	G	5,000 (1)	D	\$ 0	817,551	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	200,000	I	By 2012 GRAT (2)
Common Stock	Â	Â	Â	Â	Â	Â	171,349	I	By 2010 GRAT (2)
Common Stock	Â	Â	Â	Â	Â	Â	213,541	I	By Fernandez 2007 Children's Trust
Common Stock	Â	Â	Â	Â	Â	Â	7,900	I	By Son
Common Stock	Â	Â	Â	Â	Â	Â	3,625	I	By Son
Common Stock	Â	Â	Â	Â	Â	Â	730	I	By Daughter

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

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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. of D S B O E I F I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	Â X	Â	Â	Chairman, CEO and President
				Â

Fernandez Henry A
MSCI INC., 7 WORLD TRADE CENTER, 49TH FL
250 GREENWICH STREET
NEW YORK, NY 10007

Signatures

/s/ Cecilia Aza,
attorney-in-fact

02/14/2014

__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) Charitable gift to an educational institution on behalf of the Reporting Person effected pursuant to a 10b5-1 trading plan adopted by the Reporting Person on March 5, 2013.
- (2) The Reporting Person is trustee and sole annuitant.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.