

MSCI INC. Reported by PETTIT CD BAER

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 04/05/17 for the Period Ending 04/03/17

Address 7 WORLD TRADE CENTER

250 GREENWICH STREET, 49TH FLOOR

NEW YORK, NY 10007

Telephone 212-804-3990

CIK 0001408198

Symbol MSCI

SIC Code 7389 - Business Services, Not Elsewhere Classified

Industry Professional Information Services

Sector Industrials

Fiscal Year 12/31



[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person * | | | | 2. Issuer Name and Ticker or Trading Symbol | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|--|-----------|----------------|---|---|--------------|---|---|--------------------|---------|--------------------------------|---|----------------------------|-------------------------|---|
| Pettit CD Baer | | | | MSCI Inc. [MSCI] | | | | | | | | | | |
| (Last) (First) | (Middle) | 3. | Date | of Earl | iest Transa | est Transaction (MM/DD/YYYY) | | | | Director | | | % Owner | |
| | | | | | | | | | | " | X Officer (give title below) Other (specify below) Chief Operating Officer | | | |
| MSCI INC., 7 WORLD TRADE | | | | 4/3/2017 | | | | | | | ing Offic | er | | |
| CENTER, 250 GREENWI | CH ST | | | | | | | | | | | | | |
| (Street) | | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | |
| NEW YORK, NY 10007 | | | | | | | | | | Y Form filed b | w One Peno | rting Person | | |
| (City) (State) (Zip) | | | | | | | | | | | X_Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) (State) | (Zip) | <u> </u> | | | | | | | | | | | | |
| | Table | I - Non-Do | erivat | ive Sec | urities Ac | quir | ed, Dis | posed o | f, or B | eneficially Own | ed | | | |
| 1. Title of Security (Instr. 3) 2. Trans. E | | 2. Trans. Date | 2A. Deemed Execution Date, if any | | 3. Trans. Co | de | | | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) Owne | | | 7. Nature |
| | | | | | (Instr. 8) | or Disposed of (D) (Instr. 3, 4 and 5) | | | | (Instr. 3 and 4) | | Transaction(s) | | of Indirect Beneficial |
| | | | | | | | | | | | | | | Ownership (Instr. 4) |
| | | | | | Codo | V | A | (A) or | Price | | | | (I) (Instr. | (moti. 1) |
| | | | | | Code | V | Amount 2083 | (D) | | | | | 4) | |
| Common Stock 4/3/2017 | | | 7 | | S | | <u>(1)</u> | D | \$97.47 | 186598 | | | D | |
| | | | | | | | | | | | | | | |
| Table II - D | erivative | Securities | Bene | ficially | Owned (| e.g. | , puts, | calls, w | arrant | s, options, conve | rtible sec | curities) | | |
| 1. Title of Derivate 2. 3. Trans. 3A. Do Security Conversion Date Execut | | | ns. Code 5. Number of Derivative Securities | | | | 6. Date Exercisable and Expiration Date 7. Title and Securities V | | | and Amount of es Underlying | | | 10. Ownership | 11. Nature |
| Security Conversion or Exercise Price of Derivative | | | Acquired | | l(A) or | Lxp | Deriva | | | ive Security | Security Securit (Instr. 5) Benefic | Securities | Form of | Beneficial |
| | | | | of (D) 4 and 5) | | | | (Instr. 3 | and 4) | Beneficially Owned | | | Ownership (Instr. 4) | |
| Security | | | | (====, +, | | | | | | | | Following | Direct (D) | (====================================== |
| | | | | | | Date | rcisable | Expiration Date | | Amount or Number of Shares | | Reported Transaction(s) | | |
| | | Code | V | (A) | (D) | | | | | | | (Instr. 4) | 4) | |

Explanation of Responses:

(1) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on June 3, 2016.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|--------------------------|-------|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | |
| Pettit CD Baer | | | | | | | |
| MSCI INC. | | | Chief Operating Officer | | | | |
| 7 WORLD TRADE CENTER, 250 GREENWICH ST | | | Cilier Operating Officer | | | | |
| NEW YORK, NY 10007 | | | | | | | |

Signatures

| /s/ Cecilia Aza, attorney-in-fact | 4/5/2017 | | |
|-----------------------------------|----------|--|--|
| ** Signature of Reporting Person | Date | | |

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.