

Zangari Peter J.
Form 4
February 06, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Zangari Peter J.

(Last) (First) (Middle)

MSCI INC., 7 WORLD TRADE
CENTER, 250 GREENWICH ST.

(Street)

NEW YORK, NY 10007

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

MSCI Inc. [MSCI]

3. Date of Earliest Transaction
(Month/Day/Year)

02/02/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below)

Global Head of Research

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 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)
Common Stock	02/02/2018		A	Amount (1) 9,307	(A) or (D) A \$ 0 77,024	D	
Common Stock	02/02/2018		F	(2) 3,651	D \$ 142.53 73,373	D	
Common Stock	02/02/2018		A	(3) 1,512	A \$ 0 74,885	D	
Common Stock	02/02/2018		F	(4) 4,780	D \$ 142.53 70,105	D	
Common Stock	02/06/2018		A	(5) 1,621	A \$ 0 71,726	D	

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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)

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Zangari Peter J.
MSCI INC.
7 WORLD TRADE CENTER, 250 GREENWICH ST.
NEW YORK, NY 10007

Global Head of Research

Signatures

/s/ Cecilia Aza, 02/06/2018
attorney-in-fact

__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).
- Represents the number of shares of common stock issued following the vesting and conversion of performance stock units ("PSUs")
- (1) granted to the reporting person on January 27, 2015, upon certification by the Compensation and Talent Management Committee (the "Committee") of the achievement of certain cumulative performance metrics for the 2015, 2016 and 2017 fiscal years.
 - (2) Represents shares reacquired by MSCI Inc. to satisfy tax withholding obligations in connection with the vesting and conversion to shares of 9,307 PSUs granted to the reporting person on January 27, 2015.
 - (3) Represents the number of shares of common stock issued following the vesting and conversion of the first tranche of PSUs granted to the reporting person on January 27, 2015, upon certification by the Committee of the achievement of certain cumulative performance metrics for the 2015, 2016 and 2017 fiscal years, and reflects only the number of shares in excess of the amount previously reported with respect

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to such first tranche of PSUs on the Form 4 filed by the reporting person with the SEC on January 29, 2015.

- (4) Represents shares reacquired by MSCI Inc. to satisfy tax withholding obligations in connection with the vesting and conversion to shares of the first tranche of 9,761 PSUs granted on January 27, 2015.
- (5) Restricted stock units ("RSUs") ratably vesting and converting to shares on the first, second and third anniversaries of the grant date. Each RSU represents a contingent right to receive one share of MSCI 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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