

Edgar Filing: FACTSET RESEARCH SYSTEMS INC - Form 144

FACTSET RESEARCH SYSTEMS INC
Form 144
September 28, 2005

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

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

ATTENTION: Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or CUSIP NUMBER executing a sale directly with a market maker

1(a) NAME OF ISSUER (Please type or print) (b) IRS IDENT. NO. (c) S.E.C. FILE NO.
Factset Research Systems Inc. 13-3362547 00

1(d) ADDRESS OF ISSUER STREET CITY STATE ZIP CODE
601 Merritt 7 Norwalk, CT 06851

2(a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD (b) IRS IDENT. NO. (c) RELATIONSHIP TO ISSUER (d) ADDRESS STREET
Estate of Howard E. Wille (1) N/A 10% Stockholder c/o Brian C. Wille, Executor
1088 Park Avenue

INSTRUCTION: The person filing this notice should contact the issuer to obtain I.R.S. Identification Number and the S.E.C. File Number.

3 (a) (b)

SEC USE ONLY (c)

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| Title of the Class of Securities To Be Sold | Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities | Broker-Dealer File Number | Number Share or Other Unit To Be Sold (See instr. 3(c)) |
|---|--|---------------------------|---|
| Common Stock | Morgan Stanley 1585 Broadway New York, NY 10036 | | 1,800,000 |

| (e) Number of Shares or Other Units Outstanding (See instr. 3(e)) | (f) Approximate Date of Sale (See instr. 3(f)) (MO. DAY YR.) | (g) Name of Each Securities Exchange (See instr. 3(g)) |
|--|---|---|
| 47,872,882 | 9/27/2005 | NYSE |

INSTRUCTIONS:

1. (a) Name of issuer.
(b) Issuer's I.R.S. Identification Number. (c) Issuer's S.E.C. file number, if any. (d) Issuer's address, including zip code. (e) Issuer's telephone number, including area code.
2. (a) Name of person for whose account the securities are to be sold.
(b) Such person's I.R.S. identification number, if such person is an entity.
(c) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing).
(d) Such person's address, including zip code.
3. (a) Title of the class of securities to be sold.
(b) Name and address of each broker through whom the securities are intended to be sold. (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount). (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice.
(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by

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- the most recent report or statement published by the issuer.
 (f) Approximate date on which the securities are to be sold.
 (g) Name of each securities exchange, if any, on which the securities are intended to be sold.

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 control number. SEC 1147 (01-04)

TABLE I -- SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

| Title of the Class | Date you Acquired | Nature of Acquisition Transaction | Name of Person from Whom Acquired (If gift, also give date donor acquired) | Amount of Securities Acquired |
|--------------------|-------------------|--|--|-------------------------------|
| Common Stock | Sep. 1978 | Property passed to the estate on death of decedent | Howard E. Wille | 3,900,555 |

INSTRUCTIONS: If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II -- SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months for whose account the securities are to be sold.

| Name and Address of Seller | Title of Securities Sold | Date of Sale | Amount of Securities |
|----------------------------|--------------------------|--------------|----------------------|
| Estate of Howard E. Wille | | | None |

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REMARKS:

(1) This Form 144 is also filed on behalf of the co-executors of the estate, Nancy E. Blair , P.O. Box 1214, Stamford, CT 06904-1214 and Brian C. Wille, 1088 Park Avenue, New York, NY 10128. Neither of Nancy E. Blair or Brian C. Wille have sold any securities of Factset within the past 3 months.

(2) Aggregate Market Value in item 3(d) above is based upon the closing price of \$35.60 for Factset common stock as of September 26, 2005.

(3) 3,900,555 shares of Factset common stock passed directly to the estate on the death of Howard E. Wille. A non-managing interest in Wille Family Investments LLC also passed to the estate. Wille Family Investments LLC holds 1,500,000 shares of Factset comon stock. Brian C. Wille, co-executor of the estate, is the managing member of Wille Family Investments LLC.

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to t current and prospective operations of the Issuer of the securities to be sold w not been publicly disclosed.

September 27, 2005

DATE OF NOTICE

Estate of Howard E. Wille Nancy E. Blair

By:/s/ Nancy E. Blair By: /s/ Nancy

Nancy E. Blair, Co-Executor Nancy E. Blair

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)

SEC 1147 (01-04)