

OBSTLER DAVID M
Form 4
June 03, 2010

FORM 4

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

OMB APPROVAL

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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. [MXB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
88 PINE STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/01/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

NEW YORK, NY 10005

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock (Restricted) (1) | 06/01/2010 | | A | 14,520 | A (2) 14,520 | D | |

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

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SEC 1474 (9-02)

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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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|----------------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to purchase Class A Common Stock | \$ 6.62 | 06/01/2010 | | A | | 30,248 | | <u>(4)</u> | 01/28/2015 | Class A Common Stock | 30,248 |
| Option to purchase Class A Common Stock | \$ 6.62 | 06/01/2010 | | A | | 232,563 | | <u>(4)</u> | 01/28/2015 | Class A Common Stock | 232,563 |
| Option to purchase Class A Common Stock | \$ 9.92 | 06/01/2010 | | A | | 45,375 | | <u>(4)</u> | 12/31/2015 | Class A Common Stock | 45,375 |
| Option to purchase Class A Common Stock | \$ 21.07 | 06/01/2010 | | A | | 4,745 | | <u>(5)</u> | 12/31/2016 | Class A Common Stock | 4,745 |
| Option to purchase Class A Common Stock | \$ 21.07 | 06/01/2010 | | A | | 22,478 | | <u>(6)</u> | 12/31/2016 | Class A Common Stock | 22,478 |
| Option to purchase Class A Common Stock | \$ 24.11 | 06/01/2010 | | A | | 21,780 | | <u>(7)</u> | 01/25/2018 | Class A Common Stock | 21,780 |
| Option to purchase Class A Common Stock | \$ 24.11 | 06/01/2010 | | A | | 363 | | <u>(4)</u> | 01/25/2018 | Class A Common Stock | 363 |

Option to
purchase
Class A
Common
Stock

\$ 16.48

06/01/2010

A

21,780

(8)

02/23/2019

Class A
Common
Stock

21,780

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| OBSTLER DAVID M 88 PINE STREET NEW YORK, NY 10005 | | | Chief Financial Officer | |

Signatures

/s/ David M.
Obstler

06/03/2010

**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) Restricted stock vests over a four-year period, with 25% vesting on 12/31/2010 and 25% vesting on each of the following three anniversaries thereof.

Represents restricted shares of MSCI Inc. ("MSCI") Class A common stock received in exchange for the reporting person's restricted shares of RiskMetrics Group, Inc. ("RMG") common stock upon completion of the merger of Crossway Inc., a wholly-owned subsidiary of MSCI, with and into RMG pursuant to the Agreement and Plan of Merger, dated as of February 28, 2010, among RMG, MSCI and Crossway Inc. (the "Merger"). At the effective time of the Merger on June 1, 2010, RMG restricted shares were converted into a number of MSCI restricted shares equal to the product of (a) 0.7260 and (b) the number of RMG restricted shares outstanding immediately prior to the effective time of the Merger (rounded to the nearest whole share).

- (2) At the effective time of the Merger on June 1, 2010, each RMG stock option was converted into an option to purchase the number of shares of MSCI Class A common stock equal to the product of (a) the number of shares of RMG common stock subject to the RMG stock option and (b) the option exchange ratio, rounded down to the nearest whole share. The exercise price of the converted MSCI stock option is equal to (i) the exercise price of the RMG stock option divided by (ii) the option exchange ratio, rounded up to the nearest whole cent. The option exchange ratio is equal to 0.7260.
- (3) Option is 100% vested and exercisable.
- (4) Option vests 100% on 12/31/2010.
- (5) Option is vested with respect to 20,418 shares. The remaining 2,060 shares subject to the Option vest 12/31/2010.
- (6) Option is vested with respect to 10,890 shares. 5,445 of the shares subject to the Option vest on 12/31/2010 and 5,445 of the shares subject to the Option vest on 12/31/2011.
- (7) Option is vested with respect to 5,445 shares. 5,445 of the shares subject to the Option vest on 12/31/2010, 5,445 of the shares subject to the Option vest on 12/31/2011 and 5,445 of the shares subject to the Option vest on 12/31/2012.

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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