

IHS Inc.  
Form 4  
July 12, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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).

**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 \*  
**STEAD JERRE L**

(Last) (First) (Middle)

**C/O IHS INC., 15 INVERNESS WAY EAST**

(Street)

**ENGELWOOD, CO 80112**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**07/11/2012**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**CEO and Chairman of the Board**

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Class A Common Stock            | 07/11/2012                           |  | M                              |   | 20,290  | A  | \$ 37.65  |
| Class A Common Stock            | 07/11/2012                           |  | S                              |   | 11,789  | D  | \$ 103.5676 (1)                                       |
| Class A Common Stock            | 07/11/2012                           |  | S                              |   | 8,301   | D  | \$ 104.6369 (2)                                       |
| Class A Common                  | 07/11/2012                           |  | S                              |   | 200   | D  | \$ 105.18 (3)   |

Stock

Class A  
Common  
Stock

258,889 I

By JMJS  
Group -  
II LLP

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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (Right-to-Buy)       | \$ 37.65   | 07/11/2012                           |  | M                              | 20,290  | <u>(4)</u> 01/29/2015                                    | Class A Common Stock  | 20,                           |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                     |       |
|---|---------------|-----------|-------------------------------------|-------|
|   | Director      | 10% Owner | Officer                             | Other |
| STEAD JERRE L<br>C/O IHS INC.<br>15 INVERNESS WAY EAST<br>ENGELWOOD, CO 80112 | X             |           | CEO and<br>Chairman of<br>the Board |       |

## Signatures

/s/ Stephen Green, Attorney-in-Fact on behalf of Reporting Person

07/12/2012

\_\_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)

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The price is a weighted average price. The prices actually received ranged from \$103.12 to \$104.11. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

- (2) The price is a weighted average price. The prices actually received ranged from \$104.12 to \$105.07. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

- (3) The price is a weighted average price. The prices actually received ranged from \$105.12 to \$105.24. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

- (4) The options vested in three equal installments on January 29, 2008, 2009 and 2010.

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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