

MSCI Inc.  
Form 4  
October 28, 2008

**FORM 4**

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

OMB APPROVAL

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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 \*  
Fernandez Henry A

(Last) (First) (Middle)  
MSCI INC., 88 PINE STREET  
(Street)

NEW YORK, NY 10005

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MSCI Inc. [MXB]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/24/2008

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)  
Chairman, CEO and President

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Class A Common Stock            | 10/24/2008                           |  | P                              |   | 2,000 A \$ 15.52 (1)  | D  |                                   |
| Class A Common Stock            | 10/24/2008                           |  | P                              |   | 2,000 A \$ 15.79 (2)  | D  |                                   |
| Class A Common Stock            | 10/24/2008                           |  | P                              |   | 1,500 (3) A \$ 15.52 (1)  | I  | By Son                            |
| Class A Common                  | 10/24/2008                           |  | P                              |   | 1,500 (3) A \$ 15.79  | I  | By Son                            |

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|         |            |  |   |       |   |       |       |   |  |        |
|---------|------------|--|---|-------|---|-------|-------|---|--|--------|
| Stock   |            |  |   |       |   |       |       |   |  |        |
|         |            |  |   |       |   |       |       |   |  | (2)    |
| Class A |            |  |   |       |   |       |       |   |  | \$     |
| Common  | 10/24/2008 |  | P | 1,500 | A | 15.52 | 1,500 | I |  | By Son |
| Stock   |            |  |   | (4)   |   | (1)   |       |   |  |        |
| Class A |            |  |   |       |   |       |       |   |  | \$     |
| Common  | 10/24/2008 |  | P | 1,500 | A | 15.79 | 3,000 | I |  | By Son |
| Stock   |            |  |   | (4)   |   | (2)   |       |   |  |        |

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

**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.**

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(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 (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| Fernandez Henry A<br>MSCI INC.<br>88 PINE STREET<br>NEW YORK, NY 10005 | X             |           | Chairman, CEO and President |       |

## Signatures

/s/ Henry Fernandez 10/28/2008

\_\_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).

This transaction was executed in multiple trades at prices ranging from \$15.41 to \$15.61. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(1) This transaction was executed in multiple trades at prices ranging from \$15.55 to \$16.01. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(2) Represents purchase of shares for reporting person's son, Henri Jose Fernandez, under Uniform Transfer to Minors Act.

(3) Represents purchase of of shares for reporting person's son, Andre Marcel Fernandez, under Uniform Transfer to Minors Act.

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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