Brierwood David C Form 4 December 18, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b). (Print or Type Responses)

1. Name and Address of Reporting Person * Brierwood David C

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last)

(First) (Middle)

(7:-

MSCI Inc. [MSCI] 3. Date of Earliest Transaction

(Month/Day/Year)

12/14/2012

Director 10% Owner X_ Officer (give title)

MSCI INC., 7 WORLD TRADE

__Other (specify below) below) Chief Operating Officer

CENTER, 250 GREENWICH ST. (Street)

(Ctota)

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

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10007

(City)

| (City) | (State) (| Zip) Table | e I - Non-D | erivative | Secur | ities Acq | uired, Disposed of | f, or Beneficial | y Owned |
|------------------------|--------------------------------------|---|--------------------------|--------------|-------------------------|---------------------------|---------------------------------|----------------------------|----------------------|
| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) | | | 5. Amount of Securities | 6. Ownership Form: Direct | 7. Nature of Indirect | | |
| (Instr. 3) | | any | Code (Instr. 3, 4 and 5) | | | 5) | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | | (4) | | Owned Following Reported | Indirect (I) (Instr. 4) | Ownership (Instr. 4) |
| | | | Code V | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 12/14/2012 | | F | 3,682 (1) | D | \$ 30.16 | 813,347 | D | |
| Common Stock | 12/17/2012 | | F | 5,286 (2) | D | \$ 30.88 | 808,061 | D | |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title o | of 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Titl | le and | 8. Price of | 9. Nu |
|------------|---------------|---------------------|--------------------|-------------|------------|---------------|-------------|---------|--------------|-------------|--------|
| Derivativ | ve Conversion | (Month/Day/Year) | Execution Date, if | Transaction | orNumber | Expiration D | ate | Amou | ınt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | rlying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Secur | rities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. | . 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | • | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | A | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | T:41- | or Namel | | |
| | | | | | | Exercisable | Date | Title | Number | | |
| | | | | C-1- V | (A) (D) | | | | of Shares | | |
| | | | | Code V | (A) (I)) | | | | Snares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Brierwood David C MSCI INC. 7 WORLD TRADE CENTER, 250 GREENWICH ST. NEW YORK, NY 10007

Chief Operating Officer

Signatures

/s/ Cecilia Aza, 12/18/2012 attorney-in-fact

**Signature of Reporting Person

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 shares reacquired by MSCI to satisfy tax withholding obligations in connection with the vesting and conversion to shares of **(1)** 6,535 and 544 restricted stock units granted to the Reporting Person on December 14, 2010 and January 11, 2011, respectively.
- Represents shares reacquired by MSCI to satisfy tax withholding obligations in connection with the vesting and conversion to shares of 10,164 restricted stock units granted to the Reporting Person on December 15, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. 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 number.

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