

HADLEY PHILIP A
Form 5
October 15, 2002

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

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported

Form 4 Transactions Reported

1. Name and Address of Reporting Person:

**Hadley, Philip A.
FactSet Research Systems Inc.
One Greenwich Plaza
Greenwich, CT 06830**

2. Issuer Name and Ticker or Trading Symbol

FACTSET RESEARCH SYSTEMS INC. (FDS)

3. IRS Identification Number of Reporting Person, if an entity (voluntary)

N/A

4. Statement for Month/Date/Year

10/15/02

5. If Amendment, Date of Original (Month/Year)

N/A

6. Relationship of Reporting Person to Issuer (Check all applicable)

Director (* give title below) **10% Owner**

Officer **Other (specify below)**

*** Chairman of the Board and Chief Executive Officer**

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7. 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 mm/dd/yy | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|---------------------------------------|---|--|-----------|--------------|---|--|--|
| | | | (A) Amount | (D) or | (A) Price | | | |
| FactSet Research Systems Inc. Common Stock | 11/30/01 | P | 1 | A | \$21.760 | | | |
| | 02/28/02 | P | 1 | A | \$25.415 | | | |
| | 05/31/02 | P | 1 | A | \$27.710 | | | |
| | 08/30/02 | P | 321 | A | \$22.080 | | | |
| | 12/21/01 | P | 246 | A | \$34.580 | | | |
| | 03/21/02 | P | 228 | A | \$37.250 | | | |
| | 06/21/02 | P | 365 | A | \$29.170 | | | |
| | 08/30/02 | P | 355 | A | \$24.800 | | | |
| | | | | | | 681,800 | D | |

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. Conver- sion or Exercise Price of Deriv- ative Security | 3. Trans- action Date mm/dd/yy | 4. Trans- action 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 (mm/dd/yy) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Deriv- ative Security (Instr. 5) | 9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End of Year (Instr. 4) | 10. Owner- ship of Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4) | 11. Nature of In- direct Benefi- cial Owner- ship (Instr. 4) |
|--|---|--|--|--|-----|--|-------------------------|--|-------|--|--|--|---|
| | | | | (A) | (D) | Date | Expira- tion Date | Amount or Number of Title | Share | | | | |
| FactSet Research Systems Inc. Stock Options | | | | | | | | | | | 168,500 | D | |

Explanation of Responses:

Signature of Reporting Person

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Date: October 15, 2002

/s/ Philip A. Hadley
Philip A. Hadley

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).