

Walsh Peter G
Form 4
January 11, 2013

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 *
Walsh Peter G

2. Issuer Name and Ticker or Trading Symbol
FACTSET RESEARCH SYSTEMS INC [FDS]

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

(Last) (First) (Middle)
601 MERRITT 7
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/09/2013

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Executive Vice President & COO

NORWALK, CT 06851

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

(City) (State) (Zip)

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 |
| FactSet Common Stock | 01/09/2013 | | M | | 2,000 | A | \$ 43.39 |
| FactSet Common Stock | 01/09/2013 | | M | | 2,000 | A | \$ 43.39 |
| FactSet Common Stock | 01/09/2013 | | M | | 2,000 | A | \$ 43.39 |
| FactSet Common | 01/09/2013 | | M | | 3,500 | A | \$ 44,740 43.39 |

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| | | | | | | | | |
|----------------------------|------------|--|---|--------|---|-------------|--------|---|
| Stock | | | | | | | | |
| FactSet Common Stock | 01/09/2013 | | M | 2,500 | A | \$ 43.39 | 47,240 | D |
| FactSet Common Stock | 01/09/2013 | | M | 2,500 | A | \$ 43.39 | 49,740 | D |
| FactSet Common Stock | 01/09/2013 | | M | 7,432 | A | \$ 43.39 | 57,172 | D |
| FactSet Common Stock | 01/09/2013 | | M | 2,000 | A | \$ 43.39 | 59,172 | D |
| FactSet Common Stock | 01/09/2013 | | M | 23,932 | D | \$ 88.62 | 35,240 | D |
| FactSet Common Stock | 01/10/2013 | | M | 2,000 | A | \$ 43.39 | 37,240 | D |
| FactSet Common Stock | 01/10/2013 | | M | 1,979 | A | \$ 43.39 | 39,219 | D |
| FactSet Common Stock | 01/10/2013 | | M | 3,979 | D | \$ 89.19 | 35,240 | D |

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

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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 Underlying Security (Instr. 3 and 4) | | |
|---|--|---|---|--------------------------------------|---|--|--|-------|------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of |

| | | | | | | | | | Share |
|---|----------|------------|---|-------|------------|------------|----------------------|--|-------|
| Non-Qualified Stock Option (right to buy) | \$ 43.39 | 01/09/2013 | M | 2,000 | 08/14/2007 | 08/14/2013 | FactSet Common Stock | | 2,000 |
| Non-Qualified Stock Option (right to buy) | \$ 43.39 | 01/09/2013 | M | 2,000 | 08/14/2007 | 08/14/2013 | FactSet Common Stock | | 2,000 |
| Non-Qualified Stock Option (right to buy) | \$ 43.39 | 01/09/2013 | M | 2,000 | 08/14/2007 | 08/14/2013 | FactSet Common Stock | | 2,000 |
| Non-Qualified Stock Option (right to buy) | \$ 43.39 | 01/09/2013 | M | 3,500 | 08/14/2007 | 08/14/2013 | FactSet Common Stock | | 3,500 |
| Non-Qualified Stock Option (right to buy) | \$ 43.39 | 01/09/2013 | M | 2,500 | 08/14/2008 | 08/14/2013 | FactSet Common Stock | | 2,500 |
| Non-Qualified Stock Option (right to buy) | \$ 43.39 | 01/09/2013 | M | 2,500 | 08/14/2008 | 08/14/2013 | FactSet Common Stock | | 2,500 |
| Non-Qualified Stock Option (right to buy) | \$ 43.39 | 01/09/2013 | M | 7,432 | 08/14/2008 | 08/14/2013 | FactSet Common Stock | | 7,432 |
| Non-Qualified Stock Option (right to buy) | \$ 43.39 | 01/09/2013 | M | 2,000 | 08/14/2008 | 08/14/2013 | FactSet Common Stock | | 2,000 |
| Non-Qualified Stock Option (right to buy) | \$ 43.39 | 01/10/2013 | M | 2,000 | 08/14/2007 | 08/14/2013 | FactSet Common Stock | | 2,000 |
| Non-Qualified Stock Option (right to buy) | \$ 43.39 | 01/10/2013 | M | 1,979 | 08/14/2007 | 08/14/2013 | FactSet Common Stock | | 1,979 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Walsh Peter G 601 MERRITT 7 NORWALK, CT 06851 | | | Executive Vice President & COO | |

Signatures

/s/ Peter G.
Walsh

01/11/2013

Date

__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).
- (1) Column 8 has been intentionally left blank because the transaction was an exercise of a derivative security.

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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