

FACTSET RESEARCH SYSTEMS INC  
 Form 5  
 December 02, 2013

**FORM 5**

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**KENNEDY KIERAN M.**

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Senior Vice President**

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**08/31/2014**

**601 MERRITT 7**  
 (Street)

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

6. Individual or Joint/Group Reporting  
 (check applicable line)

**NORWALK, CT 06851**

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| FactSet Common Stock            |                                      |  |                                | (A) or (D) Price  | 8,769  | D  |                                   |

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

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SEC 2270 (9-02)

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

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| 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Non-Qualified Stock Option (right to buy)  | \$ 65.67   | Â                                    | Â  | Â                              | Â Â   | 08/14/2009 <sup>(1)</sup> 08/14/2015                     | FactSet Common Stock  |
| Non-Qualified Stock Option (right to buy)  | \$ 35.8  | Â                                    | Â  | Â                              | Â Â   | 10/24/2009 <sup>(1)</sup> 10/24/2015                     | FactSet Common Stock  |
| Non-Qualified Stock Option (right to buy)  | \$ 66.46   | Â                                    | Â  | Â                              | Â Â   | 10/23/2011 <sup>(2)</sup> 10/23/2016                     | FactSet Common Stock  |
| Non-Qualified Stock Option (right to buy)  | \$ 94.84   | Â                                    | Â  | Â                              | Â Â   | 11/01/2012 <sup>(1)</sup> 11/01/2021                     | FactSet Common Stock  |
| Non-Qualified Stock Option (right to buy)  | \$ 92.22   | Â                                    | Â  | Â                              | Â Â   | 11/01/2013 <sup>(1)</sup> 11/01/2022                     | FactSet Common Stock  |
| Non-Qualified Stock Option (right to buy)  | \$ 92.22   | Â                                    | Â  | Â                              | Â Â   | 11/01/2014 <sup>(3)</sup> 11/01/2022                     | FactSet Common Stock  |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| KENNEDY KIERAN M.<br>601 MERRITT 7<br>NORWALK,Â CTÂ 06851 | Â             | Â         | Â Senior Vice President | Â     |

## Signatures

/s/ Kieran M. Kennedy 12/02/2013

\*\*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) Twenty percent of these option grants became exercisable one year after grant date, with the remainder continuing to vest at 1.67% per month thereafter.
  - (2) Forty percent of these options became exercisable based upon the achievement of certain financial performance criteria by the issuer following the completion of a two-year performance period from the grant date. The remainder continues to vest at a rate of 1.67% per month.
  - (3) These options shall become exercisable based on the achievement by the issuer of certain financial performance criteria. Options that do not vest at the end of the two-year performance period will be forfeited. Options that become exercisable vest 40% after the two-year performance period with the remainder vesting at 1.67% per month thereafter.

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### Remarks:

This Form 5 is being filed because Kieran Kennedy is no longer considered a Named Executive Officer.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.