

Zangari Peter J.
Form 3
November 13, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Zangari Peter J.</p> <p>(Last) (First) (Middle)</p> <p>MSCI INC., 7 WORLD TRADE CENTER,Â 250 GREENWICH STREET, 49TH FLOOR</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10007</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/05/2012</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MSCI Inc. [MSCI]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Head Portfolio Mgmt Analytics</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 22,680 ⁽¹⁾ ⁽²⁾ | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|--|
|---------------------|--------------------|-------|----------------------------------|----------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | Other |
|---|---------------|-----------|---------|---------------------------------|
| | Director | 10% Owner | Officer | |
| Zangari Peter J. MSCI INC., 7 WORLD TRADE CENTER 250 GREENWICH STREET, 49TH FLOOR NEW YORK, NY 10007 | ^ | ^ | ^ | Head Portfolio Mgmt Analytics ^ |

Signatures

/s/ Cecilia Aza, 11/13/2012
attorney-in-fact

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes (i) 9,466 shares of common stock, (ii) 6,063 restricted stock units (RSUs) vesting and converting to shares of common stock at rates of approximately 76% and 24% on December 15, 2012 and 2013, respectively, (iii) 4,767 RSUs vesting and converting to shares of common stock at a rate of 33 1/3% on the first, second and third anniversaries of February 2, 2012 and (iv) 2,384 performance stock units (PSUs) representing the minimum payout related to the grant of 4,767 PSUs subject to time- and performance-vesting. The PSUs time-vest at a rate of 50% on each of December 31, 2013 and 2014 and performance-vest (within a range of 50% and 150%) based on the achievement of certain cumulative performance metrics for the 2012 and 2013 fiscal years. The first tranche of PSUs generally converts to shares of common stock no earlier than January 1 and no later than March 15, 2014 and the second tranche of PSUs generally converts to shares of common stock no earlier than January 1 [cont FN2]
- (2) [cont from FN1] and no later than March 15, 2015. Each RSU and PSU represents a contingent right to receive one share of common stock.

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.