

Harvey Stephen
Form 4
June 03, 2010

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Harvey Stephen

(Last) (First) (Middle)

C/O RISKMETRICS GROUP,
INC., ONE CHASE MANHATTAN
PLAZA, 44TH FLOOR

(Street)

NEW YORK, NY 10005

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
RiskMetrics Group Inc [RISK]

3. Date of Earliest Transaction
(Month/Day/Year)
06/01/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below) below)

Head of Governance Services

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 (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)
Common Stock, Par Value \$0.01	06/01/2010		D	18,500	D <u>(1)</u> 0	D	
Common Stock, Par Value \$0.01	06/01/2010		D	10,000	D <u>(2)</u> 0	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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number.

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 of Underlying Securities (Instr. 3 and 4)		8. L S (1	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 4.8	06/01/2010		D		10,000		<u>(3)</u>	12/31/2014	Common Stock	10,000
Stock Option (Right to Buy)	\$ 7.2	06/01/2010		D		23,952		<u>(4)</u>	12/31/2015	Common Stock	23,952
Stock Option (Right to Buy)	\$ 15.29	06/01/2010		D		31,249		<u>(5)</u>	12/31/2016	Common Stock	31,249
Stock Option (Right to Buy)	\$ 17.5	06/01/2010		D		25,500		<u>(6)</u>	01/25/2018	Common Stock	25,500
Stock Option (Right to Buy)	\$ 11.96	06/01/2010		D		25,000		<u>(7)</u>	02/23/2019	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Harvey Stephen C/O RISKMETRICS GROUP, INC. ONE CHASE MANHATTAN PLAZA, 44TH FLOOR NEW YORK, NY 10005	Head of Governance Services

Signatures

/s/ Stephen
Harvey

06/03/2010

__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) Pursuant to the terms of the Plan and Agreement of Merger (the "Merger Agreement"), dated as of February 28, 2010, as amended, by and among MSCI Inc. ("MSCI"), Crossway Inc., and RiskMetrics Group, Inc. (the "Company"), at the effective time of the merger, each outstanding share of the Company's common stock was converted into the right to receive a combination of \$16.35 in cash and 0.1802 shares of common stock of MSCI.

(2) Pursuant to the terms of the Merger Agreement, at the effective time of the merger, each outstanding restricted share of the Company's common stock held by the reporting person, the restrictions on which that had not yet lapsed, converted into 0.7260 restricted shares of common stock of MSCI

(3) Options granted on December 31, 2004, all of which have vested as of December 31, 2009.

(4) Options granted on December 31, 2005, all of which have vested as of December 31, 2009.

(5) Options granted on December 31, 2006, 23,438 of which have vested as of December 31, 2009 and 7,811 of which by their terms would vest on December 31, 2010.

(6) Options granted on January 28, 2008, 13,000 of which have vested as of December 31, 2009 and 6,250 of which by their terms would vest on each of December 31, 2010 and December 31, 2011.

(7) Options granted on February 23, 2009, 6,250 of which have vested as of December 31, 2009 and 6,250 of which by their terms would vest on each of December 31, 2010, December 31, 2011 and December 31, 2012.

(8) Pursuant to the terms of the Merger Agreement, at the effective time of the merger, each outstanding option to purchase one share of the Company's common stock was converted into an option to purchase 0.7260 shares of common stock of MSCI at an exercise price equal to the previous exercise price multiplied by 1.377410468.

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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