

Nicolelli Maurizio
Form 4
November 12, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Nicolelli Maurizio

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)
11/08/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Principal Financial Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| FactSet Common Stock | 11/08/2010 | | A | | 1,185 | A | 1 2,458 |
| FactSet Common Stock | 11/08/2010 | | A | | 897 | A | 2 3,355 |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: Nicolelli Maurizio - Form 4

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 Underlying (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Non-Qualified Stock Option (right to buy) | \$ 65.67 | 11/08/2010 | | J | | 7,657 | <u>(6)</u> | <u>(6)</u> | FactSet Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 88.4 | 11/08/2010 | | A | | 6,845 | 11/08/2012 ⁽³⁾ | 11/08/2017 | FactSet Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 88.4 | 11/08/2010 | | A | | 8,664 | 11/08/2013 ⁽⁴⁾ | 11/08/2017 | FactSet Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 88.4 | 11/08/2010 | | A | | 11,765 | <u>(5)</u> | 11/08/2017 | FactSet Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nicolelli Maurizio 601 MERRITT 7 NORWALK, CT 06851 | | | Principal Financial Officer | |

Signatures

Maurizio Nicolelli
11/12/2010

**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) Represents a Restricted Stock Award which shall vest over 5 years at a rate of 60% on November 8, 2013 and the remaining 40% on November 8, 2015, subject to continued employment.

(2) Represents a Restricted Stock Unit Award which shall become exercisable over 6 years based on the achievement by the issuer of certain financial performance criteria and continued employment. RSUs that do not vest at the end of the performance period will be forfeited.

(3)

Edgar Filing: Nicolelli Maurizio - Form 4

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 a two-year performance period will be forfeited. Options that become exercisable vest 41.67% after the two-year performance period with the remainder vesting at 1.67% per month thereafter.

- (4) These options shall become exercisable over 6 years based on the achievement by the issuer of certain financial performance criteria. Options that do not vest at the end of the performance period will be forfeited.
- (5) These options shall become exercisable over 4.5 years based on the achievement by the issuer of certain financial performance criteria. Options that do not vest by June 1, 2015 will be forfeited.
- (6) This performance-based employee stock option grant was forfeited as the issuer did not achieve certain financial performance criteria during the two-year performance period ending August 31, 2010.
- (7) Column 8 has been intentionally left blank.

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.