

KENNEDY KIERAN M.
Form 4
October 18, 2010

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 *
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)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/13/2010

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

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 or Price | | |
| FactSet Common Stock | 10/13/2010 | | M | | 2,306 A \$ 29 | 14,777 | D |
| FactSet Common Stock | 10/13/2010 | | M | | 10,192 A \$ 43.39 | 24,969 | D |
| FactSet Common Stock | 10/13/2010 | | M | | 9,210 A \$ 43.39 | 34,179 | D |
| FactSet Common | 10/13/2010 | | M | | 7,955 A \$ 59.36 | 42,134 | D |

| | | | | | | | | |
|----------------------------|------------|--|---|--------|---|-------------|--------|---|
| Stock | | | | | | | | |
| FactSet Common Stock | 10/13/2010 | | M | 5,544 | A | \$ 65.67 | 47,678 | D |
| FactSet Common Stock | 10/13/2010 | | M | 2,484 | A | \$ 35.8 | 50,162 | D |
| FactSet Common Stock | 10/13/2010 | | S | 37,691 | D | \$ 85.11 | 12,471 | 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 of Underlying Security (Instr. 3 and 4) | Am or Num of S | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Non-Qualified Stock Option (right to buy) | \$ 29 | 10/13/2010 | | M | 2,306 | 04/20/2006 | 04/20/2015 | FactSet Common Stock | 2, |
| Non-Qualified Stock Option (right to buy) | \$ 43.39 | 10/13/2010 | | M | 10,192 | 08/14/2007 | 08/14/2013 | FactSet Common Stock | 10 |
| Non-Qualified Stock Option (right to buy) | \$ 43.39 | 10/13/2010 | | M | 9,210 | 08/14/2008 | 08/14/2013 | FactSet Common Stock | 9, |
| Non-Qualified Stock Option (right to buy) | \$ 59.36 | 10/13/2010 | | M | 7,955 | 08/14/2008 | 08/14/2014 | FactSet Common Stock | 7, |
| Non-Qualified Stock Option (right to buy) | \$ 65.67 | 10/13/2010 | | M | 5,544 | 08/14/2009 | 08/14/2015 | FactSet Common Stock | 5, |

| | | | | | | | | |
|---|----------|------------|---|--------|------------|------------|----------------------------|----|
| Non-Qualified Stock Option (right to buy) | \$ 35.8 | 10/13/2010 | M | 2,484 | 10/24/2009 | 10/24/2015 | FactSet Common Stock | 2, |
| Non-Qualified Stock Option (right to buy) | \$ 65.67 | 10/13/2010 | J | 20,844 | <u>(2)</u> | <u>(2)</u> | FactSet Common Stock | 20 |

Reporting Owners

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

Signatures

Kieran M.
Kennedy

10/18/2010

**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) Column 8 has been intentionally left blank because the transaction was an exercise of a derivative security.
- (2) 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.

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.