

FACTSET RESEARCH SYSTEMS INC

Form 4

January 13, 2012

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 *
SNYDER CHARLES J

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)

3. Date of Earliest Transaction (Month/Day/Year)
01/11/2012

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

601 MERRITT 7
(Street)

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

NORWALK, CT 06851

(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 | Price | |
| FactSet Common Stock | 01/11/2012 | | J(1) | | 266,000 | A \$ 87.66 | 2,467,110 (5) D |
| FactSet Common Stock | 01/11/2012 | | J(2) | | 239,000 | A \$ 87.66 | 2,467,110 (5) D |
| FactSet Common Stock | 01/12/2012 | | J(3) | | 135,602 | D \$ 88.32 | 2,467,110 (5) D |
| FactSet Common | 01/12/2012 | | J(4) | | 505,000 | D \$ 88.32 | 2,467,110 (5) D |

Stock

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

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SNYDER CHARLES J 601 MERRITT 7 NORWALK, CT 06851 | X | | | |

Signatures

/s/ Charles J. Snyder
01/13/2012
**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) Mr. Snyder transferred 266,000 shares of FactSet Common Stock from The Charles J. Snyder 2010 Grantor Retained Annuity Trust, of which Mr. Snyder is the sole trustee, to himself.
- (2) Mr. Snyder transferred 239,000 shares of FactSet Common Stock from The Charles J. Snyder 2011 Grantor Retained Annuity Trust, of which Mr. Snyder is the sole trustee, to himself.
- (3)

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Mr. Snyder transferred 135,602 shares of FactSet Common Stock from The Charles J. Snyder 2010 Grantor Retained Annuity Trust to The Charles J. Snyder 2008 Family Trust, of which Susan J. Snyder is the sole trustee. He will maintain indirect beneficial ownership of the shares held by Family trust.

- (4) Mr. Snyder transferred 505,000 shares of FactSet Common Stock to The Charles J. Snyder 2012 Grantor Retained Annuity Trust, of which Mr. Snyder is the sole trustee. He will have complete authority in connection with the shares held by the trust.

Note that 1,467,110 of Mr. Snyder's shares are held directly and that an additional 1,000,000 shares are held indirectly as follows:

- (5) 258,600 shares held in The Charles J. Snyder 2008 Family Trust, 236,400 shares in the 2011 Grantor Retained Annuity Trust and the remaining 505,000 shares in 2012 Grantor Retained Annuity Trust.

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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