

KENNEDY KIERAN M.
Form 4
March 20, 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 *
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)
03/16/2012

____ 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
FactSet Common Stock	03/16/2012		M		373 A \$ 43.39	8,866	D
FactSet Common Stock	03/16/2012		M		419 A \$ 43.39	9,285	D
FactSet Common Stock	03/16/2012		M		1,935 A \$ 59.36	11,220	D
FactSet Common	03/16/2012		M		1,998 A \$ 65.67	13,218	D

Stock

FactSet

Common 03/16/2012 M 864 A \$ 35.8 14,082 D
Stock

FactSet

Common 03/16/2012 S 5,589 D \$ 99.24 8,493 D
Stock

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)

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. Transac- tion 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. 5)	8. Price of Derivative Security (Instr. 5)	**Signature of Reporting Person	Date
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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) The granted options vest in 25% increments on each of 9/11/2013, 9/11/2014, 9/11/2015 and 9/11/2016.

(2) Granted pursuant to issuer's stock option plan.

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. "> FactSet Common Stock 373 (1) 57,857 D Non-Qualified Stock Option (right to buy) \$ 43.3903/16/2012 M 41908/14/200708/14/2013 FactSet Common Stock 419 (1) 57,438 D Non-Qualified Stock Option (right to buy) \$ 59.3603/16/2012 M 1,93508/14/200808/14/2014 FactSet Common Stock 1,935 (1) 55,503 D Non-Qualified Stock Option (right to buy) \$ 65.6703/16/2012 M 1,99808/14/200908/14/2015 FactSet Common Stock 1,998 (1) 53,505 D Non-Qualified Stock Option (right to buy) \$ 35.803/16/2012 M 86410/24/200910/24/2015 FactSet Common Stock 864 (1) 52,641 D

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Senior Vice President

KENNEDY KIERAN M.
601 MERRITT 7
NORWALK, CT 06851

Signatures

/s/ Kieran M.
Kennedy

03/20/2012

**Signature of
Reporting Person

Date

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- ** 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.

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