

Mina Jorge  
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  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Mina Jorge

(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 \_\_\_\_ Other (specify  
below) below)

Head of RiskMetrics Bus.

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, Par Value \$0.01	06/01/2010		D		10,000	D	<u>11</u> 0

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  
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number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
**(e.g., puts, calls, warrants, options, convertible securities)**

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 15.29	06/01/2010		D		6,537		12/31/2010	12/31/2016	Common Stock	6,537
Stock Option (Right to Buy)	\$ 15.29	06/01/2010		D		24,712		<u>(2)</u>	12/31/2016	Common Stock	24,712
Stock Option (Right to Buy)	\$ 17.5	06/01/2010		D		25,000		<u>(3)</u>	01/24/2018	Common Stock	25,000
Stock Option (Right to Buy)	\$ 17.5	06/01/2010		D		500		<u>(4)</u>	01/24/2018	Common Stock	500
Stock Option (Right to Buy)	\$ 11.96	06/01/2010		D		25,000		<u>(5)</u>	02/23/2019	Common Stock	25,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Mina Jorge C/O RISKMETRICS GROUP, INC. ONE CHASE MANHATTAN PLAZA, 44TH FLOOR NEW YORK, NY 10005	Head of RiskMetrics Bus.

## Signatures

/s/ Steven Friedman, by power of attorney 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).

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

(1) 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.

(2) Options granted on December 31, 2006, 25,986 of which have vested as of December 31, 2009 and 1,274 of which by their terms would vest on December 31, 2010.

(3) Options granted on January 24, 2008, 12,500 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.

(4) Options granted on January 24, 2009, all of which have vested as of December 31, 2009.

(5) 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.

Pursuant to the terms of the Merger Agreement, at the effective time of the merger, each outstanding option to purchase one share of the

(6) 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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