

Duff Philip N
Form 4
May 19, 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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Duff Philip N

(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)
05/17/2010

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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	05/17/2010		M		50,000	A	\$ 3.75 60,000
Common Stock, Par Value \$0.01	05/17/2010		M		50,000	A	\$ 6 110,000
Common Stock, Par Value	05/17/2010		M		18,750	A	\$ 15.29 128,750

Edgar Filing: Duff Philip N - Form 4

\$0.01

Common
Stock, Par
Value

05/17/2010

M

6,250

A

\$ 15.29

135,000

D

\$0.01

Common
Stock, Par
Value

05/17/2010

S

125,000

D

\$
22.1461

10,000

D

\$0.01

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. 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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 3.75	05/17/2010		M	50,000	<u>(1)</u> 06/14/2014	Common Stock	50,000
Stock Option (Right to Buy)	\$ 6	05/17/2010		M	50,000	<u>(2)</u> 06/14/2015	Common Stock	50,000
Stock Option (Right to Buy)	\$ 15.29	05/17/2010		M	18,750	<u>(3)</u> 05/17/2017	Common Stock	18,750
Stock Option (Right to Buy)	\$ 15.29	05/17/2010		M	6,250	<u>(4)</u> 05/17/2017	Common Stock	6,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Duff Philip N C/O RISKMETRICS GROUP, INC. ONE CHASE MANHATTAN PLAZA, 44TH FLOOR NEW YORK, NY 10005			X	

Signatures

/s/ Steven Friedman, by power of attorney 05/19/2010

__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) Options granted on June 14, 2004, all of which have vested as of June 14, 2007.
- (2) Options granted on June 14, 2005, all of which have vested as of June 14, 2008.
- (3) Options granted on May 17, 2007, all of which have vested as of May 17, 2010.
- (4) Options granted on May 17, 2007, all of which have vested as of May 17, 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.