

FACTSET RESEARCH SYSTEMS INC
 Form 5
 July 22, 2015

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 FRANKENFIELD MICHAEL D

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 08/31/2015

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

601 MERRITT 7
 (Street)

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

6. Individual or Joint/Group Reporting
 (check applicable line)

NORWALK, CT 06851

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| FactSet Common Stock | 07/21/2015 | | A | 0 A \$0 | 14,677 ⁽¹⁾ | D | |

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

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SEC 2270 (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 Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 66.46 | 01/21/2015 | Â | A | 0 Â | 10/23/2010 ⁽³⁾ 10/23/2016 | FactSet Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 63.09 | 01/21/2015 | Â | A | 0 Â | 02/09/2016 ⁽⁴⁾ 02/09/2017 | FactSet Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 94.84 | 01/21/2015 | Â | A | 0 Â | 11/01/2012 ⁽³⁾ 11/01/2021 | FactSet Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 92.22 | 01/21/2015 | Â | A | 0 Â | 11/01/2013 ⁽³⁾ 11/01/2022 | FactSet Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 92.22 | 01/21/2015 | Â | A | 0 Â | 11/01/2014 ⁽⁵⁾ 11/01/2022 | FactSet Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------|---------------|-----------|---------|---------------|
| | Director | 10% Owner | Officer | Other |
| FRANKENFIELD MICHAEL D 601 MERRITT 7 NORWALK,Â CTÂ 06851 | Â | Â | Â | Vice Chairman |

Signatures

/s/ Michael D. Frankensfield 07/21/2015

**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).

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- (1) Represents previously granted restricted stock awards, which remain outstanding as of July 21, 2015.
- (2) Represents previously granted stock option awards, which remain outstanding as of July 21, 2015.
- (3) 20% of these option grants became exercisable one year after grant date, with the remainder continuing to vest at 1.67% per month thereafter.
- (4) The remaining options granted on February 9, 2010 cliff vest 100% after six years of service.
- (5) 40% of these options became exercisable two years after grant date, with the remainder continuing to vest at 1.67% per month thereafter.

^

Remarks:

On January 21, 2015, Michael Frankenfield stepped down from his position as Executive Vice President

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.