

HADLEY PHILIP A
Form 4
August 30, 2011

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 *
HADLEY PHILIP A

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)
08/26/2011

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

NORWALK, CT
(City) (State) (Zip)

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

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 |
| FactSet Common Stock | 08/26/2011 | | M | | 899 | A | \$ 17.57 |
| FactSet Common Stock | 08/26/2011 | | M | | 5,001 | A | \$ 17.57 |
| FactSet Common Stock | 08/26/2011 | | M | | 14,823 | A | \$ 14.97 |
| FactSet Common | 08/26/2011 | | M | | 5,812 | A | \$ 14.97 |
| | | | | | | | 932,923 |
| | | | | | | | 937,924 |
| | | | | | | | 952,747 |
| | | | | | | | 958,559 |

Stock

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

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(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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|------------------------------------|--------------------|--|-----------------------|---|----------------------------|
| | | | | | Acquired (A) | or Disposed of (D) | Date Exercisable | Expiration Date | | |
| Non-Qualified Stock Option (right to buy) | \$ 17.57 | 08/26/2011 | | M | | 899 | | 10/23/2002 10/23/2011 | FactSet Common Stock | 8 |
| Incentive Stock Option (right to buy) | \$ 17.57 | 08/26/2011 | | M | | 5,001 | | 10/23/2002 10/23/2011 | FactSet Common Stock | 5,001 |
| Non-Qualified Stock Option (right to buy) | \$ 14.97 | 08/26/2011 | | M | | 14,823 | | 10/07/2003 10/07/2012 | FactSet Common Stock | 14,823 |
| Incentive Stock Option (right to buy) | \$ 14.97 | 08/26/2011 | | M | | 5,812 | | 10/07/2003 10/07/2012 | FactSet Common Stock | 5,812 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| HADLEY PHILIP A 601 MERRITT 7 NORWALK, CT | X | | CEO & Chairman | |

Signatures

Philip A. Hadley 08/30/2011

**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) Column 8 has been intentionally left blank because the transaction was an exercise and hold of an issuer granted derivative security.

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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