

HADLEY PHILIP A
Form 4
October 15, 2002

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 4

Statement of Changes in Beneficial Ownership

Filed pursuant to section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person:

**Hadley, Philip A.
FactSet Research Systems Inc.
One Greenwich Plaza
Greenwich, CT 06830**

2. Issuer Name and Ticker or Trading Symbol:

FactSet Research Systems Inc. (FDS)

3. IRS Number of Reporting Person, if an entity (voluntary)

N/A

4. Statement for Month/Day/Year:

October 7, 2002

5. If Amendment, Date of Original (Month/Year):

N/A

6. Relationship of Reporting Person to Issuer:

Director (*give title below) **Officer** **10% Owner**

Other (specify below)

* **Chairman of the Board and Chief Executive Officer**

7. 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 | 2. Transaction Date | 3. Transaction Code | | 4. Securities Acquired (A) or Disposed (D) | | |
|----------------------|---------------------|---------------------|---|--------------------------------------------|------------|-------|
| | | Code | V | Amount | (A) or (D) | Price |

5. Amount of Securities Beneficially Owned at End of Month

681,800

6. Ownership Form: Direct (D) or Indirect (I)

D

7. Nature of Indirect Beneficial Ownership

N/A

TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date | 4. Transaction Code | | 5. Number of Derivative Securities Acquired (A) or Disposed (D) | |
|---------------------------------|--------------------------------------------------------|---------------------|---------------------|-----|-----------------------------------------------------------------|-----|
| | | | Code | V | (A) | (D) |
| Stock Options | \$22.45 | 10/7/02 | A | N/A | 20,000 | |

6. Date Exercisable and Expiration Date (Month/Day/Year)

20% of option grant is exercisable on October 7, 2003.

The remaining options vest 1.67% monthly thereafter for the next four years.

7. Title and Amount of Underlying Securities

FactSet Research Systems Inc. - 20,000 Common Shares

8. Price of Derivative Security

N/A

9. Number of Derivative Securities Beneficially Owned at End of Month

188,500

10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

D

11. Nature of Indirect Beneficial Ownership

N/A

Explanation of Responses:

Date: October 15, 2002

Signature of Reporting Person

/s/ Philip A. Hadley

Philip A. Hadley