

FACTSET RESEARCH SYSTEMS INC

Form 4

February 08, 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:

**Wille, Howard E.
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/Year:

January 2002

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

N/A

6. Relationship of Reporting Person to Issuer:

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

() Other (specify below)

7. 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	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

6,112,519

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)
Non-qualified Stock Options (Right to Buy)	\$36.70	01/11/02	A	N/A	3,000

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

20% of the option grant acquired on January 11, 2002 is exercisable on January 11, on each of the years 2003, 2004, 2005, 2006 and 2007. Expiration date is January 11, 2012.

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7. Title and Amount of Underlying Securities

FactSet Research Systems Inc. Common Stock - 3,000 shares

8. Price of Derivative Security

N/A

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

6,000

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

N/A

11. Nature of Indirect Beneficial Ownership

N/A

Explanation of Responses:

Signature of Reporting Person

Date: February 8, 2002

/s/ Howard E. Wille

Howard E. Wille