

HADLEY PHILIP A

Form 4

January 28, 2019

**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  
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(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)

**C/O FACTSET RESEARCH  
SYSTEMS INC., 601 MERRITT 7**

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**01/25/2019**

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

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

**NORWALK, CT 06851**

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	01/25/2019		M	3,016 A \$ 94.84	612,404	D	
Common Stock	01/25/2019		M	4,564 A \$ 92.22	616,968	D	

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  
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SEC 1474  
(9-02)

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**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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 94.84	01/25/2019		M	3,016	<u>(1)</u>	01/31/2019 <sup>(3)</sup>	Common Stock	3,016
Employee Stock Option (right to buy)	\$ 92.22	01/25/2019		M	4,564	<u>(2)</u>	01/31/2019 <sup>(3)</sup>	Common Stock	4,564

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

HADLEY PHILIP A  
C/O FACTSET RESEARCH SYSTEMS INC.  
601 MERRITT 7  
NORWALK, CT 06851

X

## Signatures

/s/ Philip A.  
Hadley

01/28/2019

\_\_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 were granted on November 1, 2011 and vest over a 5 year period with 20% exercisable one year after the grant date and the remainder vesting at a rate of 1.67% per month thereafter.
- (2) Options were granted on November 1, 2012 and vest over a 5 year period with 40% exercisable two years after the grant date and the remainder vesting at a rate of 1.67% per month thereafter.

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- Mr. Hadley ceased to be an employee of FactSet Research Systems Inc. (the "Company") on November 1, 2018, but will remain as the
- (3) Chairman of the Board. As Mr. Hadley is no longer an employee of the Company, his options expire 90 days from separation, consistent with the FactSet Research Systems Inc. Stock Option and Award Plan, as Amended and Restated.

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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