

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>KENNEDY KIERAN M.</u> (Last) (First) (Middle) <u>601 MERRITT 7</u> (Street) <u>NORWALK CT 06851</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FACTSET RESEARCH SYSTEMS INC [FDS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President</u>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>08/31/2014</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
FactSet Common Stock							8,769	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					
Non-Qualified Stock Option (right to buy)	\$65.67						08/14/2009 ⁽¹⁾	08/14/2015	FactSet Common Stock	424	424	D	
Non-Qualified Stock Option (right to buy)	\$35.8						10/24/2009 ⁽¹⁾	10/24/2015	FactSet Common Stock	433	433	D	
Non-Qualified Stock Option (right to buy)	\$66.46						10/23/2011 ⁽²⁾	10/23/2016	FactSet Common Stock	5,560	5,560	D	
Non-Qualified Stock Option (right to buy)	\$94.84						11/01/2012 ⁽¹⁾	11/01/2021	FactSet Common Stock	5,517	5,517	D	
Non-Qualified Stock Option (right to buy)	\$92.22						11/01/2013 ⁽¹⁾	11/01/2022	FactSet Common Stock	7,146	7,146	D	
Non-Qualified Stock Option (right to buy)	\$92.22						11/01/2014 ⁽³⁾	11/01/2022	FactSet Common Stock	11,711	11,711	D	

Explanation of Responses:

- Twenty percent of these option grants became exercisable one year after grant date, with the remainder continuing to vest at 1.67% per month thereafter.
- Forty percent of these options became exercisable based upon the achievement of certain financial performance criteria by the issuer following the completion of a two-year performance period from the grant date. The remainder continues to vest at a rate of 1.67% per month.
- These options shall become exercisable based on the achievement by the issuer of certain financial performance criteria. Options that do not vest at the end of the two-year performance period will be

forfeited. Options that become exercisable vest 40% after the two-year performance period with the remainder vesting at 1.67% per month thereafter.

Remarks:

This Form 5 is being filed because Kieran Kennedy is no longer considered a Named Executive Officer (NEO) of FactSet Research Systems Inc. under existing SEC guidelines, effective for fiscal 2014, and prospectively. However, he will continue in his current position as Senior Vice President, Director of Sales Operations.

/s/ Kieran M. Kennedy

12/02/2013

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.