

**FORM 5**

**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).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0362
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1. Name and Address of Reporting Person* <u>THOMAS TOWNSEND</u>  (Last) (First) (Middle) <u>FACTSET RESEARCH SYSTEMS INC</u> <u>ONE GREENWICH PLAZA</u>  (Street) <u>GREENWICH CT 06830</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 &amp; CTO</u>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>08/31/2003</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Research Systems Common Stock	09/01/2002		A	12	A	\$24.8	283,997	D	
FactSet Research Systems Common Stock	09/20/2002		A	323	A	\$25.95	284,320	D	
FactSet Research Systems Common Stock	11/29/2002		A	136	A	\$19.39	284,456	D	
FactSet Research Systems Common Stock	12/20/2002		A	293	A	\$28.64	284,749	D	
FactSet Research Systems Common Stock	02/28/2003		A	141	A	\$21.75	284,890	D	
FactSet Research Systems Common Stock	03/21/2003		A	256	A	\$32.85	285,146	D	
FactSet Research Systems Common Stock	05/30/2003		A	124	A	\$21.29	285,270	D	
FactSet Research Systems Common Stock	06/20/2003		A	240	A	\$42	285,510	D	
FactSet Research Systems Common Stock	08/29/2003		A	135	A	\$33.47	285,645	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					
FactSet Research Systems Stock Options	\$10						02/09/1999 <sup>(1)</sup>	02/09/2008	Common Stock		22,500	D	
FactSet Research Systems Stock Options	\$19.41						03/29/2000 <sup>(1)</sup>	03/29/2009	Common Stock		20,000	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					
FactSet Research Systems Stock Options	\$33.13						03/13/2001 <sup>(1)</sup>	03/13/2010	Common Stock	15,000	57,500	D	
FactSet Research Systems Stock Options	\$34.25						11/13/2001 <sup>(1)</sup>	11/13/2010	Common Stock	20,000	77,500	D	
FactSet Research Systems Stock Options	\$26.35						10/23/2002 <sup>(1)</sup>	10/23/2011	Common Stock	15,000	92,500	D	
FactSet Research Systems Stock Options	\$22.45						10/07/2003 <sup>(1)</sup>	10/07/2012	Common Stock	7,500	100,000	D	

**Explanation of Responses:**

1. 20% of option grant is exercisable one year from grant date. The remaining options vest 1.67% monthly thereafter for the next four years.

Townsend Thomas                      10/15/2003

\*\* 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.