

**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/Year:

**December 2001**

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

**N/A**

6. Relationship of Reporting Person to Issuer:

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

**( ) Other (specify below)**

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

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
FactSet Research Systems	12/31/01	G		700	D	N/A

5. Amount of Securities Beneficially Owned at End of Month

**680,282**

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)

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

**N/A.**

7. Title and Amount of Underlying Securities

**N/A**

8. Price of Derivative Security

**N/A**

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

**168,500**

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

**D**

11. Nature of Indirect Beneficial Ownership

**N/A**

Explanation of Responses:

Signature of Reporting Person

Date: January 10, 2002

/s/ Philip A. Hadley

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Philip A. Hadley