

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

- 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>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 & 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) <u>10/15/2003</u>	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 Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
FactSet Research Systems Common Stock	12/19/2001		G	750	D	(1)	284,895	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 Stock Options	\$10						02/09/1999 ⁽²⁾	02/19/2008	Common Stock		22,500	D	
FactSet Stock Options	\$19.41						03/29/2000 ⁽²⁾	03/29/2009	Common Stock		42,500	D	
FactSet Stock Options	\$33.13						03/13/2001 ⁽²⁾	03/13/2010	Common Stock		57,500	D	
FactSet Stock Options	\$34.25						11/13/2001 ⁽²⁾	11/13/2010	Common Stock		77,500	D	
FactSet Stock Options	\$26.35						10/23/2002 ⁽²⁾	10/23/2011	Common Stock		92,500	D	
FactSet Stock Options	\$22.45						10/07/2003 ⁽²⁾	10/07/2012	Common Stock		100,000	D	

Explanation of Responses:

1. Disposition was a bona fide gift.
2. 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 12/03/2003
 ** 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.