

WALKER RICHARD
Form 4
January 13, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WALKER RICHARD

(Last) (First) (Middle)

C/O IHS INC., 15 INVERNESS WAY EAST

(Street)

ENGLEWOOD, CO 80112

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
IHS Inc. [IHS]

3. Date of Earliest Transaction (Month/Day/Year)
01/11/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP, Strat Mktg & Corp Dev

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	01/11/2011		M		2,500 A \$ 37.65	D	
Class A Common Stock	01/11/2011		S ⁽¹⁾		2,500 D \$ 78.8159	D	
Class A Common Stock	01/13/2011		A ⁽³⁾		9,625 A \$ 0	D	
Class A Common	01/13/2011		F ⁽⁴⁾		2,992 D \$ 79.27	D	

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- The price is a weighted average price, the actual prices ranged from \$78.68 to \$79.09. The reporting person will provide to the issuer, any
- (2) security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
 - (3) This acquisition represents two grants of performance-based restricted stock units that were settled on January 13, 2011, based upon the determination of the Human Resources Committee of the Board of Directors that certain financial performance goals were achieved.
 - (4) Represents shares withheld for taxes upon vesting of performance-based restricted stock units.
 - (5) The options vested over a three year period, one-third on each of the first three anniversary dates of the grant.

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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