

IHS Inc.  
Form 4  
January 22, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Matzke-Hamlin Heather

(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)  
01/20/2016

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, Chief Acctg Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Class A Common Shares           | 01/20/2016                           |  | A                              |   | 163 \$ 0  | D  |                                   |
| Class A Common Shares           | 01/20/2016                           |  | A <sup>(1)</sup>               |   | 3,720 \$ 0  | D  |                                   |
| Class A Common Shares           | 01/20/2016                           |  | F <sup>(2)</sup>               |   | 1,288 \$ 98.71  | D  |                                   |
| Class A Common                  | 01/20/2016                           |  | S <sup>(3)</sup>               |   | 490 \$ 13,180   | D  |                                   |
|                                 |                                      |  |                                |   | 97.72   |  |                                   |

|         |            |  |                         |     |   |       |        |  |            |
|---------|------------|--|-------------------------|-----|---|-------|--------|--|------------|
| Shares  |            |  |                         |     |   |       |        |  | <u>(4)</u> |
| Class A |            |  |                         |     |   |       |        |  | \$         |
| Common  | 01/20/2016 |  | <u>S</u> <sup>(3)</sup> | 538 | D | 99.11 | 12,642 |  | D          |
| Shares  |            |  |                         |     |   |       |        |  | <u>(5)</u> |

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

**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 control number.**

SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| Matzke-Hamlin Heather<br>C/O IHS INC.<br>15 INVERNESS WAY EAST<br>ENGLEWOOD, CO 80112 |               |           | Sr VP, Chief Acctg Officer |       |

## Signatures

/s/ Julio Martin, Attorney-in-Fact on Behalf of Reporting Person  
Date: 01/22/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) This award represents performance-based restricted stock units that were settled on January 20, 2016, based upon the determination of the Human Resources Committee of the Board of Directors that certain company financial performance goals were achieved.

## Edgar Filing: IHS Inc. - Form 4

- (2) Represents shares withheld for taxes upon vesting of restricted stock units.
- (3) Sold pursuant to the reporting person's previously adopted Rule 10b5-1 trading plan.

The price is a weighted average price. The prices actually received ranged from \$97.24 to \$98.06. The reporting person will provide to

- (4) the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

The price is a weighted average price. The prices actually received ranged from \$99.01 to \$99.27. The reporting person will provide to

- (5) the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

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

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