

Matzke-Hamlin Heather

Form 4

January 14, 2010

FORM 4**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).

**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

OMB APPROVAL

OMB
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(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)
01/12/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below)

Sr VP, Chief Acctg Officer

6. 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 (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)
Class A Common Stock	01/12/2010		M	333	A \$ 37.65	7,940	D
Class A Common Stock	01/12/2010		S ⁽¹⁾	333	D \$ 55	7,607	D
Class A Common Stock	01/13/2010		A ⁽³⁾	8,340	A \$ 0	15,947	D
Class A Common	01/13/2010		F ⁽⁴⁾	2,695	D \$ 55.27	13,252	D

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Stock

Class A					\$		
Common	01/14/2010	S ⁽¹⁾	4,645	D	55.5066	8,607	D
Stock					<u>(5)</u>		

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

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(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. F Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 37.65	01/12/2010		M	333	<u>(2)</u>	01/29/2015	Class A Common Stock	333

Reporting Owners

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

Signatures

s/Sean Radcliffe, as Attorney-in-Fact for Reporting Person	01/14/2010
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 **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) Sold pursuant to the reporting person's previously adopted Rule 10b5-1 trading plan.
- (2) One-third of the shares awarded vest on each of the first three anniversaries of the grant date.
- (3) This award represents performance-based restricted stock units that were settled on January 13, 2010 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 restricted stock units.

- The price is a weighted average price. The prices actually received ranged from \$55.50 to \$55.55. 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.

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