

DENNING STEVEN A  
 Form 4  
 December 03, 2009

**FORM 4**

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

OMB APPROVAL

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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 \*  
 DENNING STEVEN A

(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)  
 12/01/2009

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)

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	12/01/2009		A <sup>(1)</sup>	2,989	A	\$ 0	22,787	D
Class A Common Stock	12/01/2009		A <sup>(2)</sup>	2,341	A	\$ 0	25,128	D
Class A Common Stock							1,585,409	I
								See note <sup>(3)</sup>

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

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**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 Beneficially Owned (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DENNING STEVEN A C/O IHS INC. 15 INVERNESS WAY EAST ENGLEWOOD, CO 80112		X		

## Signatures

s/Stephen Green, as Attorney-in-Fact for Reporting Person 12/03/2009

\_\_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) Annual award of restricted stock units granted pursuant to the IHS Inc. 2004 Directors Stock Plan as Amended and Restated.
- (2) Deferred stock units elected in lieu of annual cash retainer.

(3) Amount of securities beneficially owned represents 901,235 shares owned by General Atlantic Partners 82, L.P. ("GAP 82"), 98,096 shares owned by GAP Coinvestments III, LLC ("GAPCO III"), 16,719 shares owned by GAP Coinvestments IV, LLC ("GAPCO IV") and 569,359 shares owned by GAP-W, LLC ("GAP-W"). General Atlantic LLC ("GA LLC") is the general partner of GAP 82 and the manager of GAP-W. The Managing Directors of GA LLC are Managing Members of GAPCO III and GAPCO IV. The reporting person, Mr. Denning, is Chairman and a Managing Director of GA LLC and a Managing Memeber of each of GAPCO III and GAPCO IV. Mr. Denning disclaims beneficial ownership of all shares reported herein except to the extent of his pecuniary interest in such shares.

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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