

Mobed Rohinton
 Form 4
 December 01, 2008

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 *
 Mobed Rohinton

(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)
 11/30/2008

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)
 Co-President and Co-COO

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

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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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | (A) or (D) | (A) or (D) | Date Exercisable | Expiration Date | Title | |
|--------------------------------------|------------------------------|------------------|------------------|------------|------------|------------------|-----------------|---------------------------|----------------------|
| | | | Code | V | (A) | (D) | | | |
| Employee Stock Option (right to buy) | \$ 30.8 | 11/30/2008 | D ⁽¹⁾ | | | 49,500 | ⁽¹⁾ | 02/28/2009 ⁽²⁾ | Class A Common Stock |
| Employee Stock Option (right to buy) | \$ 30.8 | 11/30/2008 | A ⁽¹⁾ | | 49,500 | | 11/30/2008 | 08/31/2009 | Class A Common Stock |
| Employee Stock Option (right to buy) | \$ 37.65 | 11/30/2008 | D ⁽³⁾ | | | 12,500 | ⁽³⁾ | 02/28/2009 ⁽²⁾ | Class A Common Stock |
| Employee Stock Option (right to buy) | \$ 37.65 | 11/30/2008 | A ⁽³⁾ | | 12,500 | | 11/30/2008 | 08/31/2009 | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mobed Rohinton C/O IHS INC. 15 INVERNESS WAY EAST ENGLEWOOD, CO 80112 | | | Co-President and Co-COO | |

Signatures

s/ M. Sean Radcliffe, as Attorney-in-Fact for the Reporting Person 12/01/2008

____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) The two reported transactions involved the amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on July 24, 2006 and provided for vesting on July 24, 2010. The

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exercise price was not amended or adjusted since the original grant date

- (2) The option as originally granted provided for an eight-year term and provided for an option exercise period of three months following termination, so long as the option exercise period did not exceed the original eight-year term. The termination date for the reporting person is November 30, 2008.

- (3) The reported transactions involved the amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on January 29, 2007 and provided that 1/3 of the total 12,500 option shares granted would vest on the first three anniversaries of the January 29, 2007 grant date. Immediately prior to the amendment of the outstanding option, 4,167 shares were vested and unexercised. The exercise price was not amended or adjusted since the original grant date

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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