

DENNING STEVEN A
Form 4/A
September 24, 2009

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 *
DENNING STEVEN A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/22/2009

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

GENERAL ATLANTIC SERVICE COMPANY, LLC, 3 PICKWICK PLAZA

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
09/24/2009

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

GREENWICH, CT 06830

(City) (State) (Zip)

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 | 09/23/2009 | | S | 811,542 D | \$ 50.75 1,585,409 ⁽⁶⁾ | I | See Footnote (1) |
| Class A Common Stock | 09/23/2009 | | S | 235,069 D | \$ 50.75 1,585,409 ⁽⁶⁾ | I | See Footnote (2) |
| Class A Common Stock | 09/23/2009 | | S | 66,403 D | \$ 50.75 1,585,409 ⁽⁶⁾ | I | See Footnote (3) |
| Class A Common Stock | 09/23/2009 | | S | 15,056 D | \$ 1,585,409 ⁽⁶⁾ | I | See |

| | | | | | | | | | | |
|----------------------|------------|--|---|--------|---|-------|-----------|-----|--------------|------------------|
| Common Stock | | | | | | 50.75 | | | Footnote (4) | |
| Class A Common Stock | 09/22/2009 | | J | 21,930 | D | (5) | 1,585,409 | (6) | I | See Footnote (3) |
| Class A Common Stock | | | | | | | 19,798 | | D | |

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 Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DENNING STEVEN A GENERAL ATLANTIC SERVICE COMPANY, LLC 3 PICKWICK PLAZA GREENWICH, CT 06830 | | X | | |

Signatures

/s/ Steven A. Denning 09/24/2009

__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) By General Atlantic Partners, 82, L.P. ("GAP 82"). *See* footnote 6.
- (2) By GAP-W, LLC ("GAP-W"). *See* footnote 6.
- (3) By GAP Coinvestments III, LLC ("GAPCO III"). *See* footnote 6.
- (4) By GAP Coinvestments IV, LLC ("GAPCO IV"). *See* footnote 6.
- (5) Distribution of shares of Class A Common Stock to certain members of GAPCO III.

Amount of securities beneficially owned following September 23, 2009 reported transactions represents 901,235 shares owned by GAP 82, 569,359 shares owned by GAP-W, 98,096 shares owned by GAPCO III and 16,719 shares owned by GAPCO IV. General Atlantic LLC ("GA LLC") is the general partner of GAP 82 and General Atlantic GenPar, L.P. ("GA GenPar"). GA GenPar is the manager of GAP-W. The Managing Directors of GA LLC are Managing Members of GAPCO III and GAPCO IV. Mr. Denning is Chairman and a Managing Director of GA LLC and a Managing Member of each of GAPCO III and GAPCO IV, and disclaims beneficial ownership of all shares reported herein except to the extent of his pecuniary interest in such shares.

(6) 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.