

MOODYS CORP /DE/
Form 4
May 04, 2005

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 *
DERING JEANNE

(Last) (First) (Middle)
99 CHURCH STREET

(Street)

NEW YORK, NY 10007

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MOODYS CORP /DE/ [MCO]

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2005

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)
Executive VP and CFO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/09/2005		F	668 D \$ 85.22	17,005	D	
Common Stock					1,510 ⁽¹⁾	I	401-K
Common Stock	02/09/2005		F	236 D \$ 85.22	6,961	I	Spouse
Common Stock	05/02/2005		M	4,658 A \$ 16.1649	11,619	I	Spouse
Common Stock	05/02/2005		M	5,194 A \$ 21.4718	16,813	I	Spouse

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Common Stock	05/02/2005		M	5,610	A	\$ 25.7728	22,423	I	Spouse
Common Stock	05/02/2005		M	6,290	A	\$ 21.9833	28,713	I	Spouse
Common Stock	05/02/2005		M	3,500	A	\$ 21.4184	32,213	I	Spouse
Common Stock	05/02/2005		M	22,500	A	\$ 28.125	54,713	I	Spouse
Common Stock	05/02/2005		M	3,750	A	\$ 33.92	58,463	I	Spouse
Common Stock	05/02/2005		M	18,750	A	\$ 39.975	77,213	I	Spouse
Common Stock	05/02/2005		M	11,500	A	\$ 42.535	88,713	I	Spouse
Common Stock	05/02/2005		M	3,750	A	\$ 64.815	92,463	I	Spouse
Common Stock	05/02/2005		S	30,000	D	\$ 82.25	62,463	I	Spouse
Common Stock	05/02/2005		S	600	D	\$ 82.23	61,863	I	Spouse
Common Stock	05/02/2005		S	24,400	D	\$ 81.95	37,463	I	Spouse
Common Stock	05/02/2005		S	702	D	\$ 82.47	36,761	I	Spouse
Common Stock	05/02/2005		S	29,800	D	\$ 81.9	4,271	I	Spouse
Common Stock							2,134 ⁽¹⁾	I	Spouse 401-K

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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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and 5)

				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 16.1649		05/02/2005	M			4,658	11/15/1997 ⁽²⁾	11/15/2006	Common Stock	4,658
Employee Stock Option (right to buy)	\$ 21.4718		05/02/2005	M			5,194	12/22/1998 ⁽²⁾	12/22/2007	Common Stock	5,194
Employee Stock Option (right to buy)	\$ 25.7728		05/02/2005	M			5,610	07/01/1999 ⁽²⁾	07/01/2008	Common Stock	5,610
Employee Stock Option (right to buy)	\$ 21.9833		05/02/2005	M			6,290	12/21/2000 ⁽²⁾	12/21/2009	Common Stock	6,290
Employee Stock Option (right to buy)	\$ 21.4184		05/02/2005	M			3,500	01/19/2001 ⁽²⁾	01/10/2010	Common Stock	3,500
Employee Stock Option (right to buy)	\$ 28.125		05/02/2005	M			22,500	10/03/2001 ⁽²⁾	10/03/2010	Common Stock	22,500
Employee Stock Option (right to buy)	\$ 33.92		05/02/2005	M			3,750	07/02/2002 ⁽²⁾	07/02/2011	Common Stock	3,750
Employee Stock Option (right to buy)	\$ 39.975		05/02/2005	M			18,750	02/07/2003 ⁽²⁾	02/07/2012	Common Stock	18,750
Employee Stock Option (right to buy)	\$ 42.535		05/02/2005	M			11,500	02/07/2004 ⁽²⁾	02/07/2013	Common Stock	11,500

Stock									Stock
Option (right to buy)									
Employee Stock Option	\$ 64.815	05/02/2005		M	3,750	02/09/2005 ⁽²⁾	02/09/2014	Common Stock	3,750
(right to buy)									

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DERING JEANNE 99 CHURCH STREET NEW YORK, NY 10007			Executive VP and CFO	

Signatures

John J. Goggins, by power of attorney for Jeanne Dering

 **Signature of Reporting Person

05/04/2005

 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) As of the last statement dated May 2, 2005.
- (2) One fourth of the options vested each year beginning with the date indicated.

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