

# MOODYS CORP /DE/

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 8/30/2006 For Period Ending 8/28/2006

Address	99 CHURCH STREET NEW YORK, New York 10007
Telephone	212-553-0300
CIK	0001059556
Industry	Business Services
Sector	Services
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# FORM 4

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

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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(f) of the  
Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>MCDANIEL RAYMOND W</b> <small>(Last) (First) (Middle)</small>  <b>99 CHURCH STREET</b> <small>(Street)</small>  <b>NEW YORK, NY 10007</b> <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>MOODYS CORP /DE/ [ MCO ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>8/28/2006</b>  <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span> <b>Chairman &amp; CEO</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	8/28/2006		M		13674	A	\$10.7359	127857	D	
Common Stock	8/28/2006		S		100	D	\$59.02	127757	D	
Common Stock	8/28/2006		S		1100	D	\$59.04	126657	D	
Common Stock	8/28/2006		S		300	D	\$59.08	126357	D	
Common Stock	8/28/2006		S		1000	D	\$59.09	125357	D	
Common Stock	8/28/2006		S		100	D	\$59.16	125257	D	
Common Stock	8/28/2006		S		100	D	\$59.17	125157	D	
Common Stock	8/28/2006		S		300	D	\$59.20	124857	D	
Common Stock	8/28/2006		S		1000	D	\$59.23	123857	D	
Common Stock	8/28/2006		S		200	D	\$59.32	123657	D	
Common Stock	8/28/2006		S		100	D	\$59.44	123557	D	
Common Stock	8/28/2006		S		200	D	\$59.49	123357	D	
Common Stock	8/28/2006		S		400	D	\$59.50	122957	D	
Common Stock	8/28/2006		S		100	D	\$59.51	122857	D	
Common Stock	8/28/2006		S		1000	D	\$59.52	121857	D	
Common Stock	8/28/2006		S		400	D	\$59.53	121457	D	
Common Stock	8/28/2006		S		900	D	\$59.54	120557	D	
Common Stock	8/28/2006		S		500	D	\$59.55	120057	D	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	8/28/2006		S		400	D	\$59.56	119657	D	
Common Stock	8/28/2006		S		100	D	\$59.57	119557	D	
Common Stock	8/28/2006		S		300	D	\$59.58	119257	D	
Common Stock	8/28/2006		S		300	D	\$59.59	118957	D	
Common Stock	8/28/2006		S		300	D	\$59.60	118657	D	
Common Stock	8/28/2006		S		200	D	\$59.61	118457	D	
Common Stock	8/28/2006		S		300	D	\$59.62	118157	D	
Common Stock	8/28/2006		S		400	D	\$59.63	117757	D	
Common Stock	8/28/2006		S		100	D	\$59.64	117657	D	
Common Stock	8/28/2006		S		400	D	\$59.65	117257	D	
Common Stock	8/28/2006		S		900	D	\$59.66	116357	D	
Common Stock	8/28/2006		S		300	D	\$59.67	116057	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$10.7359	8/28/2006		M		13674	12/22/1998 (1)	12/22/2007	Common Stock	13674	\$0.00	13674	D	

**Explanation of Responses:**

(1) One fourth of the options vested each year beginning with the date indicated.

**Remarks:**

Form 1 of 2 Form 4s filed on 08/30/2006 reporting transactions on 08/28/2006.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCDANIEL RAYMOND W 99 CHURCH STREET NEW YORK, NY 10007	X		Chairman & CEO	

**Signatures**

**John J. Goggins, by power of attorney for Raymond W. McDaniel**

**8/30/2006**

\*\* Signature of Reporting Person

Date

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

\* 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).

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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