

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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(f) of the
Investment Company Act of 1940

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

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	6/5/2006		M		2665	A	\$8.0824	116848	D	
Common Stock	6/5/2006		M		12720	A	\$8.4377	129568	D	
Common Stock	6/5/2006		S		100	D	\$52.38	129468	D	
Common Stock	6/5/2006		S		100	D	\$52.40	129368	D	
Common Stock	6/5/2006		S		200	D	\$52.42	129168	D	
Common Stock	6/5/2006		S		200	D	\$52.43	128968	D	
Common Stock	6/5/2006		S		300	D	\$52.44	128668	D	
Common Stock	6/5/2006		S		100	D	\$52.45	128568	D	
Common Stock	6/5/2006		S		765	D	\$52.46	127803	D	
Common Stock	6/5/2006		S		300	D	\$52.47	127503	D	
Common Stock	6/5/2006		S		200	D	\$52.48	127303	D	
Common Stock	6/5/2006		S		320	D	\$52.49	126983	D	
Common Stock	6/5/2006		S		1200	D	\$52.50	125783	D	
Common Stock	6/5/2006		S		200	D	\$52.51	125583	D	
Common Stock	6/5/2006		S		400	D	\$52.52	125183	D	
Common Stock	6/5/2006		S		100	D	\$52.53	125083	D	
Common Stock	6/5/2006		S		100	D	\$52.54	124983	D	
Common Stock	6/5/2006		S		300	D	\$52.55	124683	D	

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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	6/5/2006		S		1900	D	\$52.56	122783	D	
Common Stock	6/5/2006		S		500	D	\$52.57	122283	D	
Common Stock	6/5/2006		S		900	D	\$52.58	121383	D	
Common Stock	6/5/2006		S		700	D	\$52.59	120683	D	
Common Stock	6/5/2006		S		400	D	\$52.60	120283	D	
Common Stock	6/5/2006		S		700	D	\$52.61	119583	D	
Common Stock	6/5/2006		S		1200	D	\$52.62	118383	D	
Common Stock	6/5/2006		S		900	D	\$52.63	117483	D	
Common Stock	6/5/2006		S		600	D	\$52.64	116883	D	
Common Stock	6/5/2006		S		200	D	\$52.65	116683	D	
Common Stock	6/5/2006		S		200	D	\$52.68	116483	D	
Common Stock	6/5/2006		S		1000	D	\$52.69	115483	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)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Employee Stock Option (right to buy)	\$8.0824	6/5/2006		M		2665	11/15/1997 (1)	11/15/2006	Common Stock	2665	\$0.00	0	D	
Employee Stock Option (right to buy)	\$8.4377	6/5/2006		M		12720	12/23/1997 (1)	12/23/2006	Common Stock	12720	\$0.00	0	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 06/07/2006 reporting transactions on 06/05/2006.

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

6/7/2006

Date

** Signature of Reporting Person

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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