

# MOODYS CORP /DE/

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 5/2/2003 For Period Ending 5/1/2003

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CIK	0001059556
Industry	Business Services
Sector	Services
Fiscal Year	12/31





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

1. Title of Security <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2a. Deemed Execution Date, if any. <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	5/1/03		M		3,071	A	\$16.16	3,071	D	
Common Stock	5/1/03		M		7,000	A	\$16.88	7,000	D	
Common Stock	5/1/03		S		10,071	D	\$48.60	10,071	D	
								1,331(1)	I	401-K





**End of Filing**

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