

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(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person * DERING JEANNE <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) 11/9/2005 4. If Amendment, Date Original Filed (MM/DD/YYYY)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive VP 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
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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	11/9/2005		M		16892	A	\$9.8477	33897	D	
Common Stock	11/9/2005		M		13992	A	\$10.7359	47889	D	
Common Stock	11/9/2005		M		16420	A	\$12.8864	64309	D	
Common Stock	11/9/2005		M		20280	A	\$10.9916	84589	D	
Common Stock	11/9/2005		M		22460	A	\$10.7092	107049	D	
Common Stock	11/9/2005		S		4600	D	\$54.34	102449	D	
Common Stock	11/9/2005		S		9200	D	\$54.37	93249	D	
Common Stock	11/9/2005		S		100	D	\$54.38	93149	D	
Common Stock	11/9/2005		S		3280	D	\$54.39	89869	D	
Common Stock	11/9/2005		S		12100	D	\$54.40	77769	D	
Common Stock	11/9/2005		S		900	D	\$54.41	76869	D	
Common Stock	11/9/2005		S		820	D	\$54.43	76049	D	
Common Stock	11/9/2005		S		700	D	\$54.44	75349	D	
Common Stock	11/9/2005		S		10600	D	\$54.45	64749	D	
Common Stock	11/9/2005		S		6892	D	\$54.46	57857	D	
Common Stock	11/9/2005		S		500	D	\$54.47	57357	D	
Common Stock	11/9/2005		S		600	D	\$54.48	56757	D	
Common Stock	11/9/2005		S		2800	D	\$54.50	53957	D	

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

1. Title of Security (Instr. 3)	2. Trans. Date	3A. 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	11/9/2005		S		100	D	\$54.51	53857	D	
Common Stock	11/9/2005		S		192	D	\$54.52	53665	D	
Common Stock	11/9/2005		S		300	D	\$54.53	53365	D	
Common Stock	11/9/2005		S		500	D	\$54.54	52865	D	
Common Stock	11/9/2005		S		200	D	\$54.55	52665	D	
Common Stock	11/9/2005		S		200	D	\$54.56	52465	D	
Common Stock	11/9/2005		S		100	D	\$54.57	52365	D	
Common Stock	11/9/2005		S		500	D	\$54.58	51865	D	
Common Stock	11/9/2005		S		5200	D	\$54.59	46665	D	
Common Stock	11/9/2005		S		3900	D	\$54.60	42765	D	
Common Stock	11/9/2005		S		500	D	\$54.61	42265	D	
Common Stock	11/9/2005		S		12700	D	\$54.63	29565	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)	\$9.8477	11/9/2005		M		16892	7/16/1998 (1)	7/15/2007	Common Stock	16892	\$0.00	0	D	
Employee Stock Option (right to buy)	\$10.7359	11/9/2005		M		13992	12/22/1998 (1)	12/22/2007	Common Stock	13992	\$0.00	0	D	
Employee Stock Option (right to buy)	\$12.8864	11/9/2005		M		16420	7/1/1999 (1)	7/1/2008	Common Stock	16420	\$0.00	0	D	
Employee Stock Option (right to buy)	\$10.9916	11/9/2005		M		20280	12/21/2000 (1)	12/21/2009	Common Stock	20280	\$0.00	0	D	
Employee Stock Option (right to buy)	\$10.7092	11/9/2005		M		22460	1/19/2001 (1)	1/19/2010	Common Stock	22460	\$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 11/14/05 reporting transactions on 11/9/05.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DERING JEANNE 99 CHURCH STREET			Executive VP	

NEW YORK, NY 10007				
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Signatures

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

11/14/2005

** 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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