

FORM 4

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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
MCCABE JOSEPH J		MOODYS CORP /DE/ [MCO]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP-Corporate Controller	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
7 WORLD TRADE CENTER, 250 GREENWICH STREET		2/3/2016			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
NEW YORK, NY 10007				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

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)			
Common Stock	2/3/2016		M (1)		12500	A	\$63.09	33953	D
Common Stock	2/3/2016		S (1)		7600	D	\$83.721 (2)	26353	D
Common Stock	2/3/2016		S (1)		3471	D	\$84.932 (3)	22882	D
Common Stock	2/3/2016		S (1)		929	D	\$85.733 (4)	21953	D
Common Stock	2/3/2016		S (1)		500	D	\$86.52	21453	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	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$63.09	2/3/2016		M (1)		12500		2/8/2007 (5)	2/8/2016	Common Stock	12500	\$0.00	0	D	

Explanation of Responses:

- (1) Exercise and sale of shares pursuant to Rule 10b5-1 Plan.
- (2) The price reported in Column 4 is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$83.25 to \$84.22. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (3) The price reported in Column 4 is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$84.43 to \$85.38. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (4) The price reported in Column 4 is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$85.49 to \$86.48. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (5) One fourth of options vest each year beginning with the date indicated.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCABE JOSEPH J				

7 WORLD TRADE CENTER
250 GREENWICH STREET
NEW YORK, NY 10007

SVP-Corporate Controller

Signatures

John J. Goggins, by power of attorney for Joseph J. McCabe

2/5/2016

**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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