

# MOODYS CORP /DE/

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/15/2006 For Period Ending 11/13/2006

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Industry	Business Services
Sector	Services
Fiscal Year	12/31

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# 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  
OMB Number: 3235-0287  
Expires: January 31, 2008  
Estimated average burden hours per response... 0.5

**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>GOGGINS JOHN J</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>  <p align="center"><b>11/13/2006</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>SVP and General Counsel</b>  <b>6. Individual or Joint/Group Filing</b> (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>		

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	11/13/2006		M		1584	A	\$10.9916	28010	D	
Common Stock	11/13/2006		S		1584	D	\$68.00	26426	D	
Common Stock	11/13/2006		M		851	A	\$10.7092	27277	D	
Common Stock	11/13/2006		S		851	D	\$68.00	26426	D	
Common Stock	11/13/2006		M		6597	A	\$14.0625	33023	D	
Common Stock	11/13/2006		S		6597	D	\$68.00	26426	D	
Common Stock	11/14/2006		M		4800	A	\$14.0625	31226	D	
Common Stock	11/14/2006		S		4800	D	\$68.00	26426	D	
Common Stock								1359 <sup>(1)</sup>	I	401-K

**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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$10.9916	11/13/2006		M		1584	12/21/2000 <sup>(2)</sup>	12/21/2009	Common Stock	1584	\$0.00	3170	D	
Employee Stock Option (right to buy)	\$10.7092	11/13/2006		M		851	1/19/2001 <sup>(2)</sup>	1/19/2010	Common Stock	851	\$0.00	1703	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)	\$14.0625	11/13/2006		M			6597	10/3/2001 (2)	10/3/2010	Common Stock	6597	\$0.00	27595	D			
Employee Stock Option (right to buy)	\$14.0625	11/14/2006		M			4800	10/3/2001 (2)	10/3/2010	Common Stock	4800	\$0.00	22795	D			

**Explanation of Responses:**

- (1) As of the last statement dated October 31, 2006.
- (2) One fourth of the options vested each year beginning with the date indicated.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOGGINS JOHN J 99 CHURCH STREET NEW YORK, NY 10007			SVP and General Counsel	

**Signatures**

**John J. Goggins**

**11/15/2006**

\*\* 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).

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