

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION
Washington, D.C. 20549**

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
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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 * Fauber Robert (Last) (First) (Middle) 7 WORLD TRADE CENTER, 250 GREENWICH ST. (Street) NEW YORK, NY 10007 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol MOODYS CORP /DE/ [MCO] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">8/13/2014</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___ 10% Owner ___ <input checked="" type="checkbox"/> ___ Officer (give title below) ___ Other (specify below) SVP-Corporate Development 6. Individual or Joint/Group Filing (Check Applicable Line) ___ <input checked="" type="checkbox"/> ___ Form filed by One Reporting Person ___ ___ 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	8/13/2014		M		2640	A	\$26.78	26846	D	
Common Stock	8/13/2014		S		2640	D	\$89.849 (1)	24206	D	
Common Stock	8/13/2014		M		3092	A	\$30.01	27298	D	
Common Stock	8/13/2014		S		3092	D	\$89.815 (2)	24206	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)	\$26.78	8/13/2014		M		2640		2/9/2011 (3)	2/9/2020	Common Stock	2640	\$0.00	0	D	
Employee stock option (right to buy)	\$30.01	8/13/2014		M		3092		2/8/2012 (3)	2/8/2021	Common Stock	3092	\$0.00	0	D	

Explanation of Responses:

- (1) The price reported in Column 4 is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$89.80 to \$89.92. 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.
- (2) The price reported in Column 4 is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$89.74 to \$89.91. 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) One fourth of options vest each year beginning with the date indicated.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fauber Robert 7 WORLD TRADE CENTER, 250 GREENWICH ST. NEW YORK, NY 10007			SVP-Corporate Development	

Signatures**Elizabeth McCarroll, by power of attorney for Robert Fauber****8/15/2014**

** 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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