

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 * Almeida Mark (Last) (First) (Middle) 7 WORLD TRADE CENTER, 250 GREENWICH STREET (Street) NEW YORK, NY 10007 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol MOODYS CORP /DE/ [MCO]	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) President, Moody's Analytics
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">2/22/2010</p>		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
4. If Amendment, Date Original Filed (MM/DD/YYYY) (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	2/22/2010		M		56245	A	\$14.0625	132767	D	
Common Stock	2/22/2010		S		3500	D	\$26.71	129267	D	
Common Stock	2/22/2010		S		305	D	\$26.712	128962	D	
Common Stock	2/22/2010		S		800	D	\$26.715	128162	D	
Common Stock	2/22/2010		S		9445	D	\$26.72	118717	D	
Common Stock	2/22/2010		S		7647	D	\$26.73	111070	D	
Common Stock	2/22/2010		S		300	D	\$26.735	110770	D	
Common Stock	2/22/2010		S		5868	D	\$26.74	104902	D	
Common Stock	2/22/2010		S		100	D	\$26.745	104802	D	
Common Stock	2/22/2010		S		6935	D	\$26.75	97867	D	
Common Stock	2/22/2010		S		100	D	\$26.755	97767	D	
Common Stock	2/22/2010		S		3400	D	\$26.76	94367	D	
Common Stock	2/22/2010		S		100	D	\$26.765	94267	D	
Common Stock	2/22/2010		S		500	D	\$26.77	93767	D	
Common Stock	2/22/2010		S		3700	D	\$26.78	90067	D	
Common Stock	2/22/2010		S		100	D	\$26.785	89967	D	
Common Stock	2/22/2010		S		800	D	\$26.79	89167	D	

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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	2/22/2010		S		2100	D	\$26.80	87067	D	
Common Stock	2/22/2010		S		4945	D	\$26.81	82122	D	
Common Stock	2/22/2010		S		5500	D	\$26.82	76622	D	
Common Stock	2/22/2010		S		100	D	\$26.825	76522	D	
Common Stock	2/22/2010		M		13755	A	\$14.0625	90277	D	
Common Stock								15595 ⁽¹⁾	I	401-K
Common Stock								1000	I	Held in trust for sister

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	2/22/2010		M		70000		10/3/2001 ⁽²⁾	10/3/2010	Common Stock	70000	\$0.00	0	D	

Explanation of Responses:

- (1) As of last statement dated December 31, 2009.
- (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
Almeida Mark 7 WORLD TRADE CENTER 250 GREENWICH STREET NEW YORK, NY 10007			President, Moody's Analytics	

Signatures

John J. Goggins, by power of attorney for Mark E. Almeida

2/23/2010

** 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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