

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
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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,
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 * GOGGINS JOHN J <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) 11/8/2004 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) SVP and General Counsel 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	11/8/2004		M		6160	A	\$26.8319	10109	D	
Common Stock	11/8/2004		M		35515	A	\$21.9833	13660	D	
Common Stock	11/8/2004		M		33904	A	\$28.125	47564	D	
Common Stock	11/8/2004		S		6500	D	\$79.30	41064	D	
Common Stock	11/8/2004		S		2000	D	\$79.35	39064	D	
Common Stock	11/8/2004		S		400	D	\$79.37	38664	D	
Common Stock	11/8/2004		S		2500	D	\$79.38	36164	D	
Common Stock	11/8/2004		S		900	D	\$79.39	35264	D	
Common Stock	11/8/2004		S		1400	D	\$79.40	33864	D	
Common Stock	11/8/2004		S		100	D	\$79.42	33764	D	
Common Stock	11/8/2004		S		700	D	\$79.43	33064	D	
Common Stock	11/8/2004		S		1000	D	\$79.44	32064	D	
Common Stock	11/8/2004		S		400	D	\$79.45	31664	D	
Common Stock	11/8/2004		S		300	D	\$79.46	31364	D	
Common Stock	11/8/2004		S		700	D	\$79.47	30664	D	
Common Stock	11/8/2004		S		300	D	\$79.48	30364	D	
Common Stock	11/8/2004		S		2600	D	\$79.49	27764	D	
Common Stock	11/8/2004		S		7500	D	\$79.50	20264	D	

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			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/8/2004		S		400	D	\$79.51	19864	D	
Common Stock	11/8/2004		S		500	D	\$79.52	19364	D	
Common Stock	11/8/2004		S		200	D	\$79.53	19164	D	
Common Stock	11/8/2004		S		400	D	\$79.54	18764	D	
Common Stock	11/8/2004		S		2100	D	\$79.55	16664	D	
Common Stock	11/8/2004		S		4000	D	\$79.56	12664	D	
Common Stock	11/8/2004		S		400	D	\$79.57	12264	D	
Common Stock	11/8/2004		S		200	D	\$79.58	12064	D	
Common Stock	11/8/2004		S		800	D	\$79.60	11264	D	
Common Stock	11/8/2004		S		500	D	\$79.65	107.64	D	
Common Stock	11/8/2004		S		200	D	\$79.66	10564	D	
Common Stock	11/8/2004		S		200	D	\$79.67	10364	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)	\$26.8319	11/8/2004		M		6160	3/31/2000 (1)	3/31/2009	Common Stock	6160	\$0.00	0	D	
Employee Stock Option (right to buy)	\$21.9833	11/8/2004		M		3551	12/21/2000 (2)	12/21/2009	Common Stock	3551	\$0.00	1055	D	
Employee Stock Option (right to buy)	\$28.125	11/8/2004		M		33904	10/3/2001 (2)	10/3/2010	Common Stock	33904	\$0.00	17096	D	

Explanation of Responses:

- (1) One fourth of the options vested each year beginning with the date indicated.
- (2) One fourth of the options vest each year beginning with the date indicated.

Remarks:

Form 1 of 2 Form 4s Filed on 11/10/2004 for Reporting Person John J. Goggins

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

11/10/2004

** 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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