

MOODYS CORP /DE/

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 5/31/2007 For Period Ending 5/29/2007

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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**

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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 * MCDANIEL RAYMOND W <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) <p align="center">5/29/2007</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chairman & CEO 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)		

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	5/29/2007		M		5600	A	\$9.0381	141880	D	
Common Stock	5/29/2007		S		5600	D	\$70.02	136280	D	
Common Stock	5/29/2007		M		8500	A	\$9.0381	144780	D	
Common Stock	5/29/2007		S		8500	D	\$70.05	136280	D	
Common Stock	5/29/2007		M		400	A	\$9.0381	136680	D	
Common Stock	5/29/2007		S		400	D	\$70.06	136280	D	
Common Stock	5/29/2007		M		641	A	\$9.0381	136921	D	
Common Stock	5/29/2007		S		641	D	\$70.10	136280	D	
Common Stock	5/29/2007		M		7359	A	\$9.5206	143639	D	
Common Stock	5/29/2007		S		7359	D	\$70.00	136280	D	
Common Stock	5/29/2007		M		13300	A	\$12.8864	149580	D	
Common Stock	5/29/2007		S		13300	D	\$70.00	136280	D	
Common Stock	5/29/2007		M		1250	A	\$12.8864	137530	D	
Common Stock	5/29/2007		S		1250	D	\$70.01	136280	D	
Common Stock	5/29/2007		M		100	A	\$12.8864	136380	D	
Common Stock	5/29/2007		S		100	D	\$70.02	136280	D	
Common Stock								1364 ⁽¹⁾	I	401-K
Common Stock								2000	I	Spouse

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)	\$9.0381	5/29/2007		M		15141	9/1/1999 (2)	9/1/2008	Common Stock	15141	\$0.00	0	D	
Employee Stock Option (right to buy)	\$9.5206	5/29/2007		M		7359	9/16/1999 (2)	9/16/2008	Common Stock	7359	\$0.00	0	D	
Employee Stock Option (right to buy)	\$12.8864	5/29/2007		M		14650	7/1/1999 (2)	7/1/2008	Common Stock	14650	\$0.00	0	D	

Explanation of Responses:

- (1) As of the last statement dated March 31, 2007.
- (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
MCDANIEL RAYMOND W 99 CHURCH STREET NEW YORK, NY 10007	X		Chairman & CEO	

Signatures

John J. Goggins, by power of attorney for Raymond W. McDaniel

5/31/2007

** 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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