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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **October 26, 2004**

MOODY'S CORPORATION

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

1-14037
(Commission File Number)

13-3998945
(IRS Employer Identification No.)

99 Church Street
New York, New York 10007
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(212) 553-0300**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 5.02. "Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers"

(b) Departure of Directors or Principal Officers

Moody's Corporation (the "Company") announced that John Rutherford, Jr. will retire from his position as Chairman and Chief Executive Officer of the Company at the Company's annual meeting of stockholders in April 2005.

The Company's press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

(c) Appointment of Principal Officers

On October 26, 2004, the Company's Board of Directors elected Raymond W. McDaniel, Jr. to the additional title of President of the Company. Mr. McDaniel also continues to hold the position of Chief Operating Officer of the Company. The Board of Directors also announced that Mr. McDaniel will serve as the Company's Chairman and Chief Executive Officer upon Mr. Rutherford's retirement in April 2005, discussed in Item 5.02(b) above. Mr. McDaniel, age 46, has served as the Company's Chief Operating Officer since January 2004, and has served as President of Moody's Investors Service since November 2001. Mr. McDaniel served as the Company's Executive Vice President, Global Ratings and Research, from April 2003 to January 2004, as Senior Vice President, Global Ratings and Research, from April 2001 to April 2003, and as Senior Vice President, International, from October 2000 to April 2001. Mr. McDaniel served as Senior Managing Director, Global Ratings and Research, of Moody's Investors Service from April 2001 to November 2001, and as Managing Director, International, from 1996 to April 2001. Mr. McDaniel has served as a Director of the Company since April 2003.

The Company's press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

ITEM 9.01. "Financial Statements and Exhibits"

(c) Exhibits

99.1 Press Release of Moody's Corporation dated October 27, 2004.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MOODY'S CORPORATION

By: /s/ John J. Goggins

John J. Goggins
Senior Vice President and General Counsel

Date: November 1, 2004



Moody's Corporation

News

FOR IMMEDIATE RELEASE

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Moody's Corporation Names Raymond W. McDaniel, Jr. President

New York, October 27, 2004 — The board of directors of Moody's Corporation (NYSE: MCO) elected Raymond W. McDaniel, Jr. as President and Chief Operating Officer of Moody's Corporation at a meeting yesterday. McDaniel has served as Chief Operating Officer of Moody's Corporation since January 2004. McDaniel will continue to have responsibility for both the Moody's Investors Service and Moody's KMV businesses. He will continue to report to John Rutherford, Jr., Chairman and Chief Executive Officer of Moody's Corporation.

Mr. Rutherford will retire at the corporation's annual shareholders meeting in April, 2005. Upon Mr. Rutherford's retirement, Mr. McDaniel will become Chairman and Chief Executive Officer of Moody's Corporation.

"Ray McDaniel has a proven record of accomplishment over many years at Moody's. As President of Moody's Investors Service, Ray led the company to record levels of financial performance and implemented important enhancements to Moody's ratings practices," said John Rutherford, Jr. "The board is recognizing his contributions and continuing the orderly process of management succession."

McDaniel, 46, has held a variety of positions since joining Moody's in 1987. He was named President of Moody's Investors Service in November 2001 and was elected to the Moody's Corporation board of directors in April 2003. McDaniel has led important initiatives to grow the

core ratings and research business, implement international expansion and new products, and improve professional practices in the ratings business, enhancing credit policies, rating committee processes, and credit research capabilities.

Moody's Corporation (NYSE: MCO) is the parent company of Moody's Investors Service, a leading provider of credit ratings, research and analysis covering debt instruments and securities in the global capital markets, and Moody's KMV, the leading provider of market-based quantitative services for banks and investors in credit-sensitive assets serving the world's largest financial institutions. The corporation, which reported revenue of \$1.2 billion in 2003, employs approximately 2,300 people worldwide and maintains offices in 18 countries. Further information is available at www.moody.com.

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