

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
OMB Number: 3235-0287
Expires: February 28, 2011
Estimated average burden hours per response... 0.5

**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> 7 WORLD TRADE CENTER, 250 GREENWICH 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">5/6/2009</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> X Director _____ 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) _____ Other (specify below) <p align="center">Chairman & CEO</p>
4. If Amendment, Date Original Filed (MM/DD/YYYY) 		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> X Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	5/6/2009		M		50000	A	\$14.0625	193441	D	
Common Stock	5/6/2009		S	(1)	900	D	\$31.23	192541	D	
Common Stock	5/6/2009		S	(1)	100	D	\$31.24	192441	D	
Common Stock	5/6/2009		S	(1)	1000	D	\$31.25	191441	D	
Common Stock	5/6/2009		S	(1)	1000	D	\$31.26	190441	D	
Common Stock	5/6/2009		S	(1)	200	D	\$31.31	190241	D	
Common Stock	5/6/2009		S	(1)	500	D	\$31.32	189741	D	
Common Stock	5/6/2009		S	(1)	1400	D	\$31.33	188341	D	
Common Stock	5/6/2009		S	(1)	800	D	\$31.34	187541	D	
Common Stock	5/6/2009		S	(1)	2600	D	\$31.35	184941	D	
Common Stock	5/6/2009		S	(1)	1900	D	\$31.36	183041	D	
Common Stock	5/6/2009		S	(1)	2700	D	\$31.37	180341	D	
Common Stock	5/6/2009		S	(1)	2600	D	\$31.38	177741	D	
Common Stock	5/6/2009		S	(1)	100	D	\$31.382	177641	D	
Common Stock	5/6/2009		S	(1)	5810	D	\$31.39	171831	D	
Common Stock	5/6/2009		S	(1)	100	D	\$31.395	171731	D	
Common Stock	5/6/2009		S	(1)	5000	D	\$31.40	166731	D	

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	5/6/2009		S (1)		2245	D	\$31.41	164486	D	
Common Stock	5/6/2009		S (1)		200	D	\$31.415	164286	D	
Common Stock	5/6/2009		S (1)		2744	D	\$31.42	161542	D	
Common Stock	5/6/2009		S (1)		1812	D	\$31.43	159730	D	
Common Stock	5/6/2009		S (1)		2434	D	\$31.44	157296	D	
Common Stock	5/6/2009		S (1)		2255	D	\$31.45	155041	D	
Common Stock	5/6/2009		S (1)		300	D	\$31.46	154741	D	
Common Stock	5/6/2009		S (1)		300	D	\$31.47	154441	D	
Common Stock	5/6/2009		S (1)		1000	D	\$31.48	153441	D	
Common Stock	5/6/2009		S (1)		10000	D	\$31.50	143441	D	
Common Stock	5/6/2009		M		31663	A	\$14.0625	175104	D	
Common Stock	5/6/2009		S (1)		100	D	\$31.03	175004	D	
Common Stock	5/6/2009		S (1)		900	D	\$31.04	174104	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)	\$14.0625	5/6/2009		M		50000		10/3/2001 (2)	10/3/2010	Common Stock	50000	\$0.00	150000	D	
Employee Stock Option (right to buy)	\$14.0625	5/6/2009		M		31663		10/3/2001 (2)	10/3/2010	Common Stock	31663	\$0.00	118337	D	
Employee Stock Option (right to buy)	\$14.0625	5/7/2009		M		18337		10/3/2001 (2)	10/3/2010	Common Stock	18337	\$0.00	100000	D	

Explanation of Responses:

- (1) Sale of shares pursuant to Rule 10b5-1 Plan.
- (2) One fourth of the options vested each year beginning with the date indicated.

Remarks:

First of three Form 4s filed on 05/08/09 reporting transactions on 05/06/09 and 05/07/09.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCDANIEL RAYMOND W 7 WORLD TRADE CENTER 250 GREENWICH STREET NEW YORK, NY 10007	X		Chairman & CEO	

Signatures

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

5/8/2009

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.