

# FORM 5

**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).  
[ ] Form 3 Holdings Reported  
[ ] Form 4 Transactions Reported

## ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

|  |   |   |
|--|---|---|
| <b>1. Name and Address of Reporting Person *</b><br><br><b>MCKINNEL HENRY A</b><br><br>(Last) (First) (Middle)<br><br><b>7 WORLD TRADE CENTER, 250 GREENWICH STREET</b><br><br>(Street)<br><br><b>NEW YORK, NY 10007</b><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>MOODYS CORP /DE/ [MCO]</b> | <b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b><br><br><input checked="" type="checkbox"/> Director _____ 10% Owner<br>_____ Officer (give title below) _____ Other (specify below)<br><br><b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input checked="" type="checkbox"/> Form Filed by One Reporting Person<br><input type="checkbox"/> Form Filed by More than One Reporting Person |
| <b>3. Statement for Issuer's Fiscal Year Ended (MM/DD/YYYY)</b><br><br><p align="center"><b>12/31/2012</b></p>   |   |   |
| <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>   |   |   |

**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) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|------------|----------|---|--|---|
|                                 |                |                                   |                           | Amount  | (A) or (D) | Price    |   |  |   |
| Common Stock                    | 3/10/2010      |                                   | P (I)                     | 126   | A          | \$28.034 | 105406  | D  |   |
| Common Stock                    | 6/10/2010      |                                   | P (I)                     | 186   | A          | \$19.025 | 105591  | D  |   |
| Common Stock                    | 9/10/2010      |                                   | P (I)                     | 146   | A          | \$24.336 | 105737  | D  |   |
| Common Stock                    | 12/10/2010     |                                   | P (I)                     | 131   | A          | \$27.187 | 105868  | D  |   |
| Common Stock                    | 3/10/2011      |                                   | P (I)                     | 122   | A          | \$32.045 | 105991  | D  |   |
| Common Stock                    | 6/10/2011      |                                   | P (I)                     | 188   | A          | \$41.567 | 106179  | D  |   |
| Common Stock                    | 9/12/2011      |                                   | P (I)                     | 275   | A          | \$28.484 | 106454  | D  |   |
| Common Stock                    | 12/12/2011     |                                   | P (I)                     | 225   | A          | \$34.961 | 106680  | D  |   |
| Common Stock                    | 3/12/2012      |                                   | L (I)                     | 232   | A          | \$38.916 | 106912  | D  |   |
| Common Stock                    | 6/11/2012      |                                   | P (I)                     | 310   | A          | \$36.69  | 107222  | D  |   |
| Common Stock                    | 9/10/2012      |                                   | P (I)                     | 274   | A          | \$41.771 | 107496  | D  |   |
| Common Stock                    | 12/10/2012     |                                   | P (I)                     | 233   | A          | \$49.309 | 107729  | D  |   |

**Table II - Derivative Securities Acquired, Disposed of, or 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 (MM/DD/YYYY) |                 | 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 at End of Issuer's Fiscal Year (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|--|-----|--|-----------------|---|----------------------------|--|---|--|--|
|  |  |                |                                   |                           | (A)  | (D) | Date Exercisable                                     | Expiration Date | Title   | Amount or Number of Shares |  |   |  |  |

**Explanation of Responses:**

(1) Automatic reinvestment of dividends under broker-operated program.

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| MCKINNELL HENRY A<br>7 WORLD TRADE CENTER<br>250 GREENWICH STREET<br>NEW YORK, NY 10007 | X             |           |         |       |

**Signatures**

**John J. Goggins, by power of attorney for Henry A. McKinnell, Jr.**

**12/14/2013**

\*\* 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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