

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION
Washington, D.C. 20549**

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2008
Estimated average burden
hours per response... 0.5

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 * MURRAY CHESTER V <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) 2/24/2005 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 type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) EVP-Moody's Investors Service 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
---	--	---

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	2/24/2005		M		9328	A	\$21.4718	36538	D	
Common Stock	2/24/2005		M		11010	A	\$25.7728	47548	D	
Common Stock	2/24/2005		M		12420	A	\$18.0762	59968	D	
Common Stock	2/24/2005		M		6036	A	\$19.0413	66004	D	
Common Stock	2/24/2005		M		13610	A	\$21.9833	79614	D	
Common Stock	2/24/2005		S		5800	D	\$83.18	73814	D	
Common Stock	2/24/2005		S		600	D	\$83.50	73214	D	
Common Stock	2/24/2005		S		400	D	\$83.49	72814	D	
Common Stock	2/24/2005		S		100	D	\$83.48	72714	D	
Common Stock	2/24/2005		S		100	D	\$83.47	72614	D	
Common Stock	2/24/2005		S		300	D	\$83.44	72314	D	
Common Stock	2/24/2005		S		2000	D	\$83.38	70314	D	
Common Stock	2/24/2005		S		800	D	\$83.37	69514	D	
Common Stock	2/24/2005		S		700	D	\$83.36	68814	D	
Common Stock	2/24/2005		S		200	D	\$83.34	68614	D	
Common Stock	2/24/2005		S		1600	D	\$83.32	67014	D	
Common Stock	2/24/2005		S		700	D	\$83.31	66314	D	
Common Stock	2/24/2005		S		2500	D	\$83.30	63814	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	2/24/2005		S		200	D	\$83.28	63614	D	
Common Stock	2/24/2005		S		400	D	\$83.27	63214	D	
Common Stock	2/24/2005		S		100	D	\$83.25	63114	D	
Common Stock	2/24/2005		S		200	D	\$83.24	62914	D	
Common Stock	2/24/2005		S		100	D	\$83.23	62814	D	
Common Stock	2/24/2005		S		2000	D	\$83.22	60814	D	
Common Stock	2/24/2005		S		6700	D	\$83.20	54114	D	
Common Stock	2/24/2005		S		900	D	\$83.19	53214	D	
Common Stock	2/24/2005		S		300	D	\$83.17	52914	D	
Common Stock	2/24/2005		S		400	D	\$83.16	52514	D	
Common Stock	2/24/2005		S		1900	D	\$83.57	50614	D	
Common Stock	2/24/2005		S		200	D	\$83.50	50414	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)	\$21.4718	2/24/2005		M			9328	12/22/1998 (1)	12/22/2007	Common Stock	9328	\$0.00	0	D	
Employee Stock Option (right to buy)	\$25.7728	2/24/2005		M			11010	7/1/1999 (1)	7/1/2008	Common Stock	11010	\$0.00	0	D	
Employee Stock Option (right to buy)	\$18.0762	2/24/2005		M			12420	9/1/1999 (1)	9/1/2008	Common Stock	12420	\$0.00	0	D	
Employee Stock Option (right to buy)	\$19.0413	2/24/2005		M			6036	9/16/1999 (1)	9/16/2008	Common Stock	6036	\$0.00	0	D	
Employee Stock Option (right to buy)	\$21.9833	2/24/2005		M			13610	12/21/2000 (1)	12/21/2009	Common Stock	13610	\$0.00	0	D	

Explanation of Responses:

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

Remarks:

Form 1 of 3 Form 4s filed on 02/28/2005 reporting transactions on 02/24/2005.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MURRAY CHESTER V 99 CHURCH STREET				EVP-Moody's Investors Service

NEW YORK, NY 10007

Signatures

John J. Goggins, by power of attorney for Chester V. Murray

2/28/2005

** 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.