

# 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: January 31, 2008  
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

<b>1. Name and Address of Reporting Person *</b>  <b>MCDANIEL RAYMOND W</b>  <small>(Last) (First) (Middle)</small>  <b>99 CHURCH STREET</b>  <small>(Street)</small>  <b>NEW YORK, NY 10007</b>  <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>MOODYS CORP /DE/ [ MCO ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span> <b>Chairman &amp; CEO</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>4/17/2007</b></p>		<b>6. Individual or Joint/Group Filing</b> (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed</b> (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	4/17/2007		M		14650	A	\$12.8864	150704	D	
Common Stock	4/17/2007		S		14650	D	\$70.00	136054	D	
Common Stock	4/17/2007		M		15141	A	\$9.0381	151195	D	
Common Stock	4/17/2007		S		15141	D	\$70.00	136054	D	
Common Stock	4/17/2007		M		7359	A	\$9.5206	143413	D	
Common Stock	4/17/2007		S		7359	D	\$70.00	136054	D	
Common Stock								1364 <sup>(1)</sup>	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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$12.8864	4/17/2007		M		14650	7/1/1999 <sup>(2)</sup>	7/1/2008	Common Stock	14650	\$0.00	0	D	
Employee Stock Option (right to buy)	\$9.0381	4/17/2007		M		15141	9/1/1999 <sup>(2)</sup>	9/1/2008	Common Stock	15141	\$0.00	0	D	
Employee Stock Option (right to buy)	\$9.5206	4/17/2007		M		7359	9/16/1999 <sup>(2)</sup>	9/16/2008	Common Stock	7359	\$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
<b>MCDANIEL RAYMOND W 99 CHURCH STREET NEW YORK, NY 10007</b>	<b>X</b>		<b>Chairman &amp; CEO</b>	

**Signatures**

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

**4/18/2007**

\*\* 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).

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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