

# MOODYS CORP /DE/

## FORM 3

(Initial Statement of Beneficial Ownership)

Filed 10/10/2000 For Period Ending 10/1/2000

Address	99 CHURCH STREET NEW YORK, New York 10007
Telephone	212-553-0300
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FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

INITIAL STATEMENT OF 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

Dering Jeanne M.
(Last) (First) (Middle)
99 Church Street
(Street)
New York New York 10007
(City) (State) (Zip)

2. Date of Event Requiring Statement
(Month/Day/Year) 10/1/00

3. IRS or Social Security Number of Reporting Person
(Voluntary)

4. Issuer Name and Ticker or Trading Symbol Moody's Corporation (MCO)

5. Relationship of Reporting Person to Issuer
(Check all applicable)

Director 10% Owner
-----
X Officer (give title below) Other (specify below)
-----

Senior Vice President, Chief
Financial Officer and Treasurer

6. If Amendment, Date of Original
(Month/Day/Year)

7. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person

Form filed by More than One Reporting Person



**Table II -- Derivative Securities Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Non-Qualified Stock Option (right to buy)	7/16/98	7/15/07	Common Stock	2,111	\$19.6954	D	
Non-Qualified Stock Option (right to buy)	7/16/99	7/15/07	Common Stock	2,111	\$19.6954	D	
Non-Qualified Stock Option (right to buy)	7/16/00	7/15/07	Common Stock	2,111	\$19.6954	D	
Non-Qualified Stock Option (right to buy)	7/16/01	7/15/07	Common Stock	2,112	\$19.6954	D	
Non-Qualified Stock Option (right to buy)	12/22/98	12/22/07	Common Stock	1,749	\$21.4718	D	
Non-Qualified Stock Option (right to buy)	12/22/99	12/22/07	Common Stock	1,749	\$21.4718	D	
Non-Qualified Stock Option (right to buy)	12/22/00	12/22/07	Common Stock	1,749	\$21.4718	D	
Non-Qualified Stock Option (right to buy)	12/22/01	12/22/07	Common Stock	1,749	\$21.4718	D	
Non-Qualified Stock Option (right to buy)	7/1/03	7/1/08	Common Stock	8,210	\$25.7728	D	
Non-Qualified Stock Option (right to buy)	12/21/02	12/21/09	Common Stock	3,380	\$21.9833	D	
Non-Qualified Stock Option (right to buy)	12/21/03	12/21/09	Common Stock	3,380	\$21.9833	D	

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Non-Qualified Stock Option (right to buy)	12/21/04	12/21/09	Common Stock	3,380	\$21.9833	D	
Non-Qualified Stock Option (right to buy)	1/19/03	1/19/10	Common Stock	3,743	\$21.4184	D	
Non-Qualified Stock Option (right to buy)	1/19/04	1/19/10	Common Stock	3,743	\$21.4184	D	
Non-Qualified Stock Option (right to buy)	1/19/05	1/19/10	Common Stock	3,744	\$21.4184	D	
Non-Qualified Stock Option (right to buy)	12/16/93	12/15/02	Common Stock	602	\$15.5501	I	Spouse
Non-Qualified Stock Option (right to buy)	12/16/94	12/15/02	Common Stock	604	\$15,5501	I	Spouse
Non-Qualified Stock Option (right to buy)	12/16/95	12/15/02	Common Stock	604	\$15.5501	I	Spouse
Non-Qualified Stock Option (right to buy)	12/16/96	12/15/02	Common Stock	608	\$15.5501	I	Spouse
Non-Qualified Stock Option (right to buy)	12/15/94	12/14/03	Common Stock	841	\$16.7619	I	Spouse
Non-Qualified Stock Option (right to buy)	12/15/95	12/14/03	Common Stock	842	\$16.7619	I	Spouse
Non-Qualified Stock Option (right to buy)	12/15/96	12/14/03	Common Stock	842	\$16.7619	I	Spouse

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Non-Qualified Stock Option (right to buy)	12/15/97	12/14/03	Common Stock	842	\$16.7619	I	Spouse
Non-Qualified Stock Option (right to buy)	12/21/95	12/20/04	Common Stock	970	\$14.5404	I	Spouse
Non-Qualified Stock Option (right to buy)	12/21/96	12/20/04	Common Stock	970	\$14.5404	I	Spouse
Non-Qualified Stock Option (right to buy)	12/21/97	12/20/04	Common Stock	970	\$14.5404	I	Spouse
Non-Qualified Stock Option (right to buy)	12/21/98	12/20/04	Common Stock	971	\$14.5404	I	Spouse
Non-Qualified Stock Option (right to buy)	12/20/96	12/19/05	Common Stock	822	\$17.1658	I	Spouse
Non-Qualified Stock Option (right to buy)	12/20/97	12/19/05	Common Stock	822	\$17.1658	I	Spouse
Non-Qualified Stock Option (right to buy)	12/20/98	12/19/05	Common Stock	822	\$17.1658	I	Spouse
Non-Qualified Stock Option (right to buy)	12/20/99	12/19/05	Common Stock	823	\$17.1658	I	Spouse
Non-Qualified Stock Option (right to buy)	11/15/97	11/15/06	Common Stock	1,164	\$16.1649	I	Spouse
Non-Qualified Stock Option (right to buy)	11/15/98	11/15/06	Common Stock	1,164	\$16.1649	I	Spouse

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Non-Qualified Stock Option (right to buy)	11/15/99	11/15/06	Common Stock	1,165	\$16,1649	I	Spouse
Non-Qualified Stock Option (right to buy)	11/15/00	11/15/06	Common Stock	1,165	\$16.1649	I	Spouse
Non-Qualified Stock Option (right to buy)	12/22/98	12/22/07	Common Stock	1,298	\$21.4718	I	Spouse
Non-Qualified Stock Option (right to buy)	12/22/99	12/22/07	Common Stock	1,298	\$21.4718	I	Spouse
Non-Qualified Stock Option (right to buy)	12/22/00	12/22/07	Common Stock	1,299	\$21.4718	I	Spouse
Non-Qualified Stock Option (right to buy)	12/22/01	12/22/07	Common Stock	1,299	\$21.4718	I	Spouse
Non-Qualified Stock Option (right to buy)	7/1/03	7/1/08	Common Stock	5,610	\$25.7728	I	Spouse
Non-Qualified Stock Option (right to buy)	12/21/02	12/21/09	Common Stock	2,096	\$21.9833	I	Spouse
Non-Qualified Stock Option (right to buy)	12/21/03	12/21/09	Common Stock	2,097	\$21.9833	I	Spouse
Non-Qualified Stock Option (right to buy)	12/21/04	12/21/09	Common Stock	2,097	\$21.9833	I	Spouse
Non-Qualified Stock Option (right to buy)	1/19/03	1/19/10	Common Stock	1,166	\$21.4184	I	Spouse





**FORM 3 (continued)**

**Explanation of Responses:**

\*\* 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 provided is insufficient, See Instruction 6 for procedure.

*/s/ Jeanne Dering*  
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*\*\*Signature of Reporting Person*

*October 10, 2000*  
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*Date*

SEC 1473 (7-97)

Page 8 of 8

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**End of Filing**

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