

# MOODYS CORP /DE/

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/23/2004 For Period Ending 11/19/2004

Address	99 CHURCH STREET NEW YORK, New York 10007
Telephone	212-553-0300
CIK	0001059556
Industry	Business Services
Sector	Services
Fiscal Year	12/31

# 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**

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**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>WOODHAM DOUGLAS M</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 type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>Senior Vice President</b>
<b>3. Date of Earliest Transaction</b> (MM/DD/YYYY)  <p align="center"><b>11/19/2004</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	11/19/2004		M		11500	A	\$39.975	17658	D	
Common Stock	11/19/2004		S		100	D	\$80.50	17558	D	
Common Stock	11/19/2004		S		100	D	\$80.41	17458	D	
Common Stock	11/19/2004		S		900	D	\$80.40	16558	D	
Common Stock	11/19/2004		S		200	D	\$80.39	16358	D	
Common Stock	11/19/2004		S		700	D	\$80.36	15658	D	
Common Stock	11/19/2004		S		1100	D	\$80.27	14558	D	
Common Stock	11/19/2004		S		2700	D	\$80.28	11858	D	
Common Stock	11/19/2004		S		2800	D	\$80.29	9058	D	
Common Stock	11/19/2004		S		100	D	\$80.30	8958	D	
Common Stock	11/19/2004		S		700	D	\$80.31	8258	D	
Common Stock	11/19/2004		S		2000	D	\$80.32	6258	D	
Common Stock	11/19/2004		S		100	D	\$80.33	6158	D	
Common Stock								558 (1)	I	401-K

**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)				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)	\$39.975	11/19/2004		M			11500	2/7/2003 (2)	2/7/2012	Common Stock	11500	\$0.00	26500	D	

**Explanation of Responses:**

- (1) As of the last statement dated October 31, 2004.
- (2) One fourth of the options vest each year beginning with the date indicated.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOODHAM DOUGLAS M 99 CHURCH STREET NEW YORK, NY 10007			Senior Vice President	

**Signatures**

**Jane B. Clark,**  
by power of  
attorney for  
Douglas M.  
Woodham

11/23/2004

\*\* 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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