

MOODYS CORP /DE/

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/22/2006 For Period Ending 11/20/2006

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

Powered By **EDGAR**Online

<http://www.edgar-online.com/>

© Copyright 2006. All Rights Reserved.

Distribution and use of this document restricted under EDGAR Onlines Terms of Use.

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

1. Name and Address of Reporting Person * MCDANIEL RAYMOND W <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) 11/20/2006 4. If Amendment, Date Original Filed (MM/DD/YYYY)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chairman & CEO 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	11/20/2006		M		13674	A	\$10.7359	127857	D	
Common Stock	11/20/2006		S		400	D	\$68.61	127457	D	
Common Stock	11/20/2006		S		400	D	\$68.62	127057	D	
Common Stock	11/20/2006		S		200	D	\$68.66	126857	D	
Common Stock	11/20/2006		S		100	D	\$68.71	126757	D	
Common Stock	11/20/2006		S		400	D	\$68.75	126357	D	
Common Stock	11/20/2006		S		100	D	\$68.76	126257	D	
Common Stock	11/20/2006		S		200	D	\$68.77	126057	D	
Common Stock	11/20/2006		S		600	D	\$68.80	125457	D	
Common Stock	11/20/2006		S		200	D	\$68.83	125257	D	
Common Stock	11/20/2006		S		300	D	\$68.85	124957	D	
Common Stock	11/20/2006		S		200	D	\$68.89	124757	D	
Common Stock	11/20/2006		S		100	D	\$68.90	124657	D	
Common Stock	11/20/2006		S		100	D	\$68.91	124557	D	
Common Stock	11/20/2006		S		1000	D	\$68.92	123557	D	
Common Stock	11/20/2006		S		300	D	\$68.93	123257	D	
Common Stock	11/20/2006		S		100	D	\$68.94	123157	D	
Common Stock	11/20/2006		S		100	D	\$68.95	123057	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	11/20/2006		S		200	D	\$68.96	122857	D	
Common Stock	11/20/2006		S		200	D	\$68.97	122657	D	
Common Stock	11/20/2006		S		300	D	\$68.98	122357	D	
Common Stock	11/20/2006		S		600	D	\$68.99	121757	D	
Common Stock	11/20/2006		S		500	D	\$69.00	121257	D	
Common Stock	11/20/2006		S		100	D	\$69.01	121157	D	
Common Stock	11/20/2006		S		600	D	\$69.02	120557	D	
Common Stock	11/20/2006		S		100	D	\$69.03	120457	D	
Common Stock	11/20/2006		S		300	D	\$69.04	120157	D	
Common Stock	11/20/2006		S		500	D	\$69.05	119657	D	
Common Stock	11/20/2006		S		200	D	\$69.06	119457	D	
Common Stock	11/20/2006		S		400	D	\$69.07	119057	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				
Employee Stock Option (right to buy)	\$10.7359	11/20/2006		M		13674	12/22/1998 (1)	12/22/2007	Common Stock	13674	\$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 2 Form 4s filed on 11/22/2006 reporting transactions on 11/20/2006.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCDANIEL RAYMOND W 99 CHURCH STREET NEW YORK, NY 10007	X		Chairman & CEO	

Signatures

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

11/22/2006

** 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.