

MOODYS CORP /DE/

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 5/4/2005 For Period Ending 2/9/2005

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

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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

| | | |
|--|---|---|
| 1. Name and Address of Reporting Person * DERING JEANNE <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) <p align="center">2/9/2005</p> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive VP and CFO 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 |
| 4. If Amendment, Date Original Filed (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 | 2/9/2005 | | F | | 668 | D | \$85.22 | 17005 | D | |
| Common Stock | | | | | | | | 1510 (1) | I | 401-K |
| Common Stock | 2/9/2005 | | F | | 236 | D | \$85.22 | 6961 | I | Spouse |
| Common Stock | 5/2/2005 | | M | | 4658 | A | \$16.1649 | 11619 | I | Spouse |
| Common Stock | 5/2/2005 | | M | | 5194 | A | \$21.4718 | 16813 | I | Spouse |
| Common Stock | 5/2/2005 | | M | | 5610 | A | \$25.7728 | 22423 | I | Spouse |
| Common Stock | 5/2/2005 | | M | | 6290 | A | \$21.9833 | 28713 | I | Spouse |
| Common Stock | 5/2/2005 | | M | | 3500 | A | \$21.4184 | 32213 | I | Spouse |
| Common Stock | 5/2/2005 | | M | | 22500 | A | \$28.125 | 54713 | I | Spouse |
| Common Stock | 5/2/2005 | | M | | 3750 | A | \$33.92 | 58463 | I | Spouse |
| Common Stock | 5/2/2005 | | M | | 18750 | A | \$39.975 | 77213 | I | Spouse |
| Common Stock | 5/2/2005 | | M | | 11500 | A | \$42.535 | 88713 | I | Spouse |
| Common Stock | 5/2/2005 | | M | | 3750 | A | \$64.815 | 92463 | I | Spouse |
| Common Stock | 5/2/2005 | | S | | 30000 | D | \$82.25 | 62463 | I | Spouse |
| Common Stock | 5/2/2005 | | S | | 600 | D | \$82.23 | 61863 | I | Spouse |
| Common Stock | 5/2/2005 | | S | | 24400 | D | \$81.95 | 37463 | I | Spouse |
| Common Stock | 5/2/2005 | | S | | 702 | D | \$82.47 | 36761 | I | Spouse |
| Common Stock | 5/2/2005 | | S | | | D | \$81.90 | 4271 | I | Spouse |

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 | | | |
| | | | | | 29800 | | | | | |
| Common Stock | | | | | | | 2134 (1) | | I | Spouse 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) | | 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) | \$16.1649 | 5/2/2005 | | M | | 4658 | 11/15/1997 (2) | 11/15/2006 | Common Stock | 4658 | \$0.00 | 0 | I | Spouse |
| Employee Stock Option (right to buy) | \$21.4718 | 5/2/2005 | | M | | 5194 | 12/22/1998 (2) | 12/22/2007 | Common Stock | 5194 | \$0.00 | 0 | I | Spouse |
| Employee Stock Option (right to buy) | \$25.7728 | 5/2/2005 | | M | | 5610 | 7/1/1999 (2) | 7/1/2008 | Common Stock | 5610 | \$0.00 | 0 | I | Spouse |
| Employee Stock Option (right to buy) | \$21.9833 | 5/2/2005 | | M | | 6290 | 12/21/2000 (2) | 12/21/2009 | Common Stock | 6290 | \$0.00 | 0 | I | Spouse |
| Employee Stock Option (right to buy) | \$21.4184 | 5/2/2005 | | M | | 3500 | 1/19/2001 (2) | 1/10/2010 | Common Stock | 3500 | \$0.00 | 0 | I | Spouse |
| Employee Stock Option (right to buy) | \$28.125 | 5/2/2005 | | M | | 22500 | 10/3/2001 (2) | 10/3/2010 | Common Stock | 22500 | \$0.00 | 0 | I | Spouse |
| Employee Stock Option (right to buy) | \$33.92 | 5/2/2005 | | M | | 3750 | 7/2/2002 (2) | 7/2/2011 | Common Stock | 3750 | \$0.00 | 0 | I | Spouse |
| Employee Stock Option (right to buy) | \$39.975 | 5/2/2005 | | M | | 18750 | 2/7/2003 (2) | 2/7/2012 | Common Stock | 18750 | \$0.00 | 0 | I | Spouse |
| Employee Stock Option (right to buy) | \$42.535 | 5/2/2005 | | M | | 11500 | 2/7/2004 (2) | 2/7/2013 | Common Stock | 11500 | \$0.00 | 0 | I | Spouse |
| Employee Stock Option (right to buy) | \$64.815 | 5/2/2005 | | M | | 3750 | 2/9/2005 (2) | 2/9/2014 | Common Stock | 3750 | \$0.00 | 0 | I | Spouse |

Explanation of Responses:

- (1) As of the last statement dated May 2, 2005.
- (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 |
| DERING JEANNE 99 CHURCH STREET NEW YORK, NY 10007 | | | Executive VP and CFO | |

Signatures

**John J. Goggins,
by power of
attorney for
Jeanne Dering**

5/4/2005

** 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).

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