

DERING JEANNE
Form 4
November 14, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
DERING JEANNE

(Last) (First) (Middle)
99 CHURCH STREET
(Street)

NEW YORK, NY 10007

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MOODYS CORP /DE/ [MCO]

3. Date of Earliest Transaction
(Month/Day/Year)
11/09/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	(D)	Price
Common Stock	11/09/2005		M		16,892	A	\$ 9.8477 33,897
Common Stock	11/09/2005		M		13,992	A	\$ 10.7359 47,889
Common Stock	11/09/2005		M		16,420	A	\$ 12.8864 64,309
Common Stock	11/09/2005		M		20,280	A	\$ 10.9916 84,589
Common Stock	11/09/2005		M		22,460	A	\$ 10.7092 107,049

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Common Stock	11/09/2005	S	4,600	D	\$ 54.34	102,449	D
Common Stock	11/09/2005	S	9,200	D	\$ 54.37	93,249	D
Common Stock	11/09/2005	S	100	D	\$ 54.38	93,149	D
Common Stock	11/09/2005	S	3,280	D	\$ 54.39	89,869	D
Common Stock	11/09/2005	S	12,100	D	\$ 54.4	77,769	D
Common Stock	11/09/2005	S	900	D	\$ 54.41	76,869	D
Common Stock	11/09/2005	S	820	D	\$ 54.43	76,049	D
Common Stock	11/09/2005	S	700	D	\$ 54.44	75,349	D
Common Stock	11/09/2005	S	10,600	D	\$ 54.45	64,749	D
Common Stock	11/09/2005	S	6,892	D	\$ 54.46	57,857	D
Common Stock	11/09/2005	S	500	D	\$ 54.47	57,357	D
Common Stock	11/09/2005	S	600	D	\$ 54.48	56,757	D
Common Stock	11/09/2005	S	2,800	D	\$ 54.5	53,957	D
Common Stock	11/09/2005	S	100	D	\$ 54.51	53,857	D
Common Stock	11/09/2005	S	192	D	\$ 54.52	53,665	D
Common Stock	11/09/2005	S	300	D	\$ 54.53	53,365	D
Common Stock	11/09/2005	S	500	D	\$ 54.54	52,865	D
Common Stock	11/09/2005	S	200	D	\$ 54.55	52,665	D
Common Stock	11/09/2005	S	200	D	\$ 54.56	52,465	D
Common Stock	11/09/2005	S	100	D	\$ 54.57	52,365	D
	11/09/2005	S	500	D	\$ 54.58	51,865	D

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Common Stock							
Common Stock	11/09/2005	S	5,200	D	\$ 54.59	46,665	D
Common Stock	11/09/2005	S	3,900	D	\$ 54.6	42,765	D
Common Stock	11/09/2005	S	500	D	\$ 54.61	42,265	D
Common Stock	11/09/2005	S	12,700	D	\$ 54.63	29,565	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 9.8477	11/09/2005		M	16,892	07/16/1998 ⁽¹⁾ 07/15/2007	Common Stock	16,892	
Employee Stock Option (right to buy)	\$ 10.7359	11/09/2005		M	13,992	12/22/1998 ⁽¹⁾ 12/22/2007	Common Stock	13,992	
Employee Stock Option (right to buy)	\$ 12.8864	11/09/2005		M	16,420	07/01/1999 ⁽¹⁾ 07/01/2008	Common Stock	16,420	
	\$ 10.9916	11/09/2005		M	20,280	12/21/2000 ⁽¹⁾ 12/21/2009		20,280	

Employee
Stock
Option
(right to
buy)

Common
Stock

Employee
Stock
Option \$ 10.7092 11/09/2005
(right to
buy)

M

22,460

01/19/2001⁽¹⁾

01/19/2010

Common
Stock

22,4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DERING JEANNE 99 CHURCH STREET NEW YORK, NY 10007			Executive VP	

Signatures

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

11/14/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) One fourth of the options vested each year beginning with the date indicated.

Remarks:

Form 1 of 2 Form 4s filed on 11/14/05 reporting transactions on 11/9/05.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.