

MCDANIEL RAYMOND W
 Form 4
 May 08, 2009

FORM 4

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

OMB APPROVAL

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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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 MCDANIEL RAYMOND W

(Last) (First) (Middle)

7 WORLD TRADE CENTER, 250 GREENWICH 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)
 05/06/2009

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)
 Chairman & CEO

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 or Price		
Common Stock	05/06/2009		M		50,000 A \$ 14.0625	193,441	D
Common Stock	05/06/2009		S ⁽¹⁾		900 D \$ 31.23	192,541	D
Common Stock	05/06/2009		S ⁽¹⁾		100 D \$ 31.24	192,441	D
Common Stock	05/06/2009		S ⁽¹⁾		1,000 D \$ 31.25	191,441	D
Common Stock	05/06/2009		S ⁽¹⁾		1,000 D \$ 31.26	190,441	D

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Common Stock	05/06/2009	<u>S(1)</u>	200	D	\$ 31.31	190,241	D
Common Stock	05/06/2009	<u>S(1)</u>	500	D	\$ 31.32	189,741	D
Common Stock	05/06/2009	<u>S(1)</u>	1,400	D	\$ 31.33	188,341	D
Common Stock	05/06/2009	<u>S(1)</u>	800	D	\$ 31.34	187,541	D
Common Stock	05/06/2009	<u>S(1)</u>	2,600	D	\$ 31.35	184,941	D
Common Stock	05/06/2009	<u>S(1)</u>	1,900	D	\$ 31.36	183,041	D
Common Stock	05/06/2009	<u>S(1)</u>	2,700	D	\$ 31.37	180,341	D
Common Stock	05/06/2009	<u>S(1)</u>	2,600	D	\$ 31.38	177,741	D
Common Stock	05/06/2009	<u>S(1)</u>	100	D	\$ 31.382	177,641	D
Common Stock	05/06/2009	<u>S(1)</u>	5,810	D	\$ 31.39	171,831	D
Common Stock	05/06/2009	<u>S(1)</u>	100	D	\$ 31.395	171,731	D
Common Stock	05/06/2009	<u>S(1)</u>	5,000	D	\$ 31.4	166,731	D
Common Stock	05/06/2009	<u>S(1)</u>	2,245	D	\$ 31.41	164,486	D
Common Stock	05/06/2009	<u>S(1)</u>	200	D	\$ 31.415	164,286	D
Common Stock	05/06/2009	<u>S(1)</u>	2,744	D	\$ 31.42	161,542	D
Common Stock	05/06/2009	<u>S(1)</u>	1,812	D	\$ 31.43	159,730	D
Common Stock	05/06/2009	<u>S(1)</u>	2,434	D	\$ 31.44	157,296	D
Common Stock	05/06/2009	<u>S(1)</u>	2,255	D	\$ 31.45	155,041	D
Common Stock	05/06/2009	<u>S(1)</u>	300	D	\$ 31.46	154,741	D
Common Stock	05/06/2009	<u>S(1)</u>	300	D	\$ 31.47	154,441	D
	05/06/2009	<u>S(1)</u>	1,000	D	\$ 31.48	153,441	D

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Common Stock							
Common Stock	05/06/2009	S ⁽¹⁾	10,000	D	\$ 31.5	143,441	D
Common Stock	05/06/2009	M	31,663	A	\$ 14.0625	175,104	D
Common Stock	05/06/2009	S ⁽¹⁾	100	D	\$ 31.03	175,004	D
Common Stock	05/06/2009	S ⁽¹⁾	900	D	\$ 31.04	174,104	D

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

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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)	\$ 14.0625	05/06/2009		M	50,000	10/03/2001 ⁽²⁾	10/03/2010	Common Stock	50,000
Employee Stock Option (right to buy)	\$ 14.0625	05/06/2009		M	31,663	10/03/2001 ⁽²⁾	10/03/2010	Common Stock	31,663
Employee Stock Option (right to buy)	\$ 14.0625	05/07/2009		M	18,337	10/03/2001 ⁽²⁾	10/03/2010	Common Stock	18,337

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCDANIEL RAYMOND W 7 WORLD TRADE CENTER 250 GREENWICH STREET NEW YORK, NY 10007	X		Chairman & CEO	

Signatures

John J. Goggins, by power of attorney for Raymond W. McDaniel	05/08/2009
**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) Sale of shares pursuant to Rule 10b5-1 Plan.
 - (2) One fourth of the options vested each year beginning with the date indicated.

Remarks:

First of three Form 4s filed on 05/08/09 reporting transactions on 05/06/09 and 05/07/09.

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.