

MOODYS CORP /DE/  
Form 4  
May 31, 2007

**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)  
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)  
05/29/2007

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	(D)	Price	
Common Stock	05/29/2007		M		5,600	A	\$ 9.0381 141,880	D
Common Stock	05/29/2007		S		5,600	D	\$ 70.02 136,280	D
Common Stock	05/29/2007		M		8,500	A	\$ 9.0381 144,780	D
Common Stock	05/29/2007		S		8,500	D	\$ 70.05 136,280	D
Common Stock	05/29/2007		M		400	A	\$ 9.0381 136,680	D

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Common Stock	05/29/2007		S	400	D	\$ 70.06	136,280	D	
Common Stock	05/29/2007		M	641	A	\$ 9.0381	136,921	D	
Common Stock	05/29/2007		S	641	D	\$ 70.1	136,280	D	
Common Stock	05/29/2007		M	7,359	A	\$ 9.5206	143,639	D	
Common Stock	05/29/2007		S	7,359	D	\$ 70	136,280	D	
Common Stock	05/29/2007		M	13,300	A	\$ 12.8864	149,580	D	
Common Stock	05/29/2007		S	13,300	D	\$ 70	136,280	D	
Common Stock	05/29/2007		M	1,250	A	\$ 12.8864	137,530	D	
Common Stock	05/29/2007		S	1,250	D	\$ 70.01	136,280	D	
Common Stock	05/29/2007		M	100	A	\$ 12.8864	136,380	D	
Common Stock	05/29/2007		S	100	D	\$ 70.02	136,280	D	
Common Stock							1,364 <sup>(1)</sup>	I	401-K
Common Stock							2,000	I	Spouse

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

**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.**

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(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)
				Code	V (A) (D)	Date Exercisable	Title

						Expiration Date		Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 9.0381	05/29/2007	M	15,141	09/01/1999 <sup>(2)</sup>	09/01/2008	Common Stock	15,141
Employee Stock Option (right to buy)	\$ 9.5206	05/29/2007	M	7,359	09/16/1999 <sup>(2)</sup>	09/16/2008	Common Stock	7,359
Employee Stock Option (right to buy)	\$ 12.8864	05/29/2007	M	14,650	07/01/1999 <sup>(2)</sup>	07/01/2008	Common Stock	14,650

## 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  
 \_\_\_\_\_  
 \*\*Signature of Reporting Person

05/31/2007  
 \_\_\_\_\_  
 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) As of the last statement dated March 31, 2007.
- (2) One fourth of the options vested each year beginning with the date indicated.

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.