Edgar Filing: MOODYS CORP /DE/ - Form 4

MOODYS Form 4	CORP /DE/							
February 14	, 2008							
FORM	ЛЛ			AND EXCHANGE		OMB A	PPROVAL	
	OMB Number:	3235-0287						
Check th if no lon subject to Section Form 4 Form 5 obligation may con <i>See</i> Instri 1(b).	ger o 16. or Filed pur ons stinue.	Washington, D.C. 20549 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 J GOGGINS	Address of Reporting JOHN J	Sym	lbol	d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (I	Middle) 3. D	ate of Earliest T	Fransaction	(Check all applicable)			
	TRADE CENTE CH STREET		nth/Day/Year) 12/2008		Director 10% Owner X Officer (give title Other (specify below) below) SVP and General Counsel			
	(Street)		Amendment, D d(Month/Day/Yea	-	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
NEW YOR	K, NY 10007				Form filed by M Person	ore than One R	eporting	
(City)	(State)	(Zip)	Table I - Non-	Derivative Securities A	cquired, Disposed of	or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, any	Code ar) (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	SecuritiesFeBeneficially(IOwned(I	Ownership orm: Direct)) or Indirect) nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Re	nort on a senarate line	for each class of		ficially owned directly	or indirectly			
Kenninder, Re				Persons who res information cont required to resp	spond to the collect tained in this form a ond unless the forn ntly valid OMB cont	are not n	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securitie
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

Edgar Filing: MOODYS CORP /DE/ - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (right to buy)	\$ 38.07	02/12/2008		A		50,000		02/12/2009 <u>(1)</u>	02/12/2018	Common Stock	50,0

Reporting Owners

Reporting Owner Name / Address			Relationships				
	Director	10% Owner	Officer	Other			
GOGGINS JOHN J 7 WORLD TRADE CENTER 250 GREENWICH STREET NEW YORK, NY 10007			SVP and General Counsel				
Signatures							
John J. Goggins 02/	/14/2008						

<u>**</u>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 vest 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.