### Edgar Filing: MOODYS CORP /DE/ - Form 4

MOODYS ( Form 4 February 14											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB APPROVAL		
Check this box								OMB Number:	3235-0287 January 31,		
if no longer subject to Section 16. Form 4 or					S IN BENEFICIAL OWNERSHIP OF CURITIES				Expires: Estimated a burden hour response	2005 average rs per	
Form 5 obligations may continue. See Instruction 1(b). 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)										
MCCABE JOSEPH J S			2. Issuer Name <b>and</b> Ticker or Trading Symbol MOODYS CORP /DE/ [MCO]				C	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (	Middle)	3. Date of Earliest Transaction (Che					(Check	ck all applicable)		
			(Month/Day/Year) 02/12/2014					Director 10% Owner X Officer (give title Other (specify below) below) SVP-Corporate Controller			
				endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NEW YORK, NY 10007								Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	le I - Non-E	Derivative	Secui	rities Acqu	iired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	n Date, if	3.4. Securities AcquiredTransactior(A) or Disposed of (D)Code(Instr. 3, 4 and 5)(Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
6				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(1150. 4)		
Common Stock	02/12/2014			М	8,000	А	\$ 37.125	29,700	D		
Common Stock	02/12/2014			S	8,000	D	\$ 79.547 (1)	21,700	D		

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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# 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. Transactio Code (Instr. 8)	orDerivati Securitie Acquire Dispose	*		7. Title and Amor Underlying Secur (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of Sha
Employee Stock Option (right to buy)	\$ 37.125	02/12/2014		М		8,000	10/01/2005 <u>(2)</u>	10/01/2014	Common Stock	8,
Employee Stock Option (right to buy)	\$ 79.55	02/12/2014		A	5,716		02/12/2015 <u>(2)</u>	02/12/2024	Common Stock	5,

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director 10% Owner		Officer	Other				
MCCABE JOSEPH J 7 WORLD TRADE CENTER 250 GREENWICH STREET NEW YORK, NY 10007			SVP-Corporate Controller					
Signatures								
John J. Goggins, by power of atto McCabe	orney for Jo	oseph J.	02/14/2014					
<u>**</u> Signature of Reporting	g 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).

The price reported in Column 4 is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from
 (1) \$79.50 to \$79.66. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(2) One fourth of 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.