Edgar Filing: MOODYS CORP /DE/ - Form 4

| MOODYS C | ORP /DE/ | | | | | | | | | | |
|---|--|---------------------|--------------------------------|--|---|------------------------|------------------------------------|--|--|---------------------|--|
| Form 4 | | | | | | | | | | | |
| December 13 | , 2016 | | | | | | | | | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION | | | | | | | | OMB AF | OMB APPROVAL | | |
| | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | COMMISSION | OMB Number: | 3235-0287 | | |
| Check this if no longe | or | | | | | | | | | January 31, 2005 | |
| subject to Section 16 | 5. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 5. SECURITIES | | | | | | Estimated average burden hours per | | | | |
| Form 4 or | | | | | | | | | response 0.5 | | |
| Form 5 | Filed p | oursuant to S | Section 1 | 6(a) of the | e Securit | ies E | xchang | e Act of 1934, | · | | |
| obligation may conti | | | | • | • | · · | | 1935 or Section | n | | |
| See Instru- 1(b). | | 30(h) | of the In | vestment | Compan | y Ac | t of 194 | 0 | | | |
| (Print or Type R | esponses) | | | | | | | | | | |
| ANDERSON BASIL Symbol | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| | MOOD | YS CORF | '/DE/[N | 100 | l | (Check all applicable) | | | | | |
| (Last) | (First) (Middle) 3. Date of Earliest Transaction | | | | | | | | | | |
| | | | | Month/Day/Year) | | | | X Director10% Owner Officer (give titleOther (specify | | | |
| GREENWIC | | ER, 230 | 12/12/2 | 016 | | | | below) | below) | a (speeny | |
| | | | 4. If Ame | If Amendment, Date Original | | | | 6. Individual or Joint/Group Filing(Check | | | |
| | | | Filed(Mor | th/Day/Year) |) | | | Applicable Line) | | | |
| NEW YORK | K, NY 10007 | | | | | | | _X_ Form filed by C Form filed by M Person | One Reporting Pe fore than One Re | | |
| (City) | (State) | (Zip) | Tabl | e I - Non-D | erivative | Secur | ities Acq | uired, Disposed of | , or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction D (Month/Day/Yea | ar) Executio any | ned n Date, if Day/Year) | 3. Transactio Code (Instr. 8) | 4. Securit on(A) or Di (Instr. 3, | spose | d of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | |
| | | | | Code V | Amount | | Price | (Instr. 3 and 4) | | | |
| Common Stock | 12/12/2016 | | | А | 141 <u>(1)</u> | | \$ 98.21 | 38,806 | 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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | rity Conversion (Month/Day/Year) Execution Date, if or Exercise any | | 4. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Expiration I (Month/Day | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount o Underlying Securities (Instr. 3 and 4) | |
|---|--|------------|--|--------|----------------------------|--|--------------------|--|------------------------------------|
| | | | | Code V | (A) (I | Date Exercisable D) | Expiration Date | Title | Amount or Number of Share |
| Phantom Stock Units (Deferred Compensation) | <u>(3)</u> | 12/12/2016 | | А | 43.635 | <u>(4)</u> | (4) | Common Stock | 43.63: |

Reporting Owners

| Reporting Owner Name / Address | | Relationsh | | | | | | |
|--|----------|------------|---------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| ANDERSON BASIL 7 WORLD TRADE CENTER 250 GREENWICH STREET NEW YORK, NY 10007 | Х | | | | | | | |
| Signatures | | | | | | | | |
| John J. Goggins, by power of a Anderson | | 12/13/2016 | | | | | | |
| <u>**</u> Signature of Report | | Date | | | | | | |
| Explanation of Boononooo | | | | | | | | |

Deletionshir

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) Restricted Stock deferred dividend reinvestment accrual.
- (2) Phantom Stock Units arising out of the Reporting Person's election to defer receipt of retainer fees.
- (3) The security converts to common stock on a one-for-one basis.
- (4) These units are to be settled in cash after the Reporting Person's retirement.

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.