

MURRAY CHESTER V
 Form 4
 November 05, 2004

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 *
 MURRAY CHESTER V

(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)
 11/03/2004

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 ____ Officer (give title below) Other (specify below)
 EVP-Moody's Investors Service

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	(A) or (D)	Price
Common Stock	11/03/2004		M		14,048	A	\$ 16.8754
Common Stock	11/03/2004		S		300	D	\$ 79.35
Common Stock	11/03/2004		S		1,400	D	\$ 79.34
Common Stock	11/03/2004		S		700	D	\$ 79.33
Common Stock	11/03/2004		S		100	D	\$ 79.32
							36,321
							36,021
							34,621
							33,921
							33,821

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Common Stock	11/03/2004	S	1,400	D	\$ 79.31	32,421	D	
Common Stock	11/03/2004	S	2,400	D	\$ 79.3	30,021	D	
Common Stock	11/03/2004	S	200	D	\$ 79.29	29,821	D	
Common Stock	11/03/2004	S	100	D	\$ 79.28	29,721	D	
Common Stock	11/03/2004	P	448	D	\$ 79.47	29,273	D	
Common Stock	11/03/2004	S	300	D	\$ 79.46	28,973	D	
Common Stock	11/03/2004	S	200	D	\$ 79.45	28,773	D	
Common Stock	11/03/2004	P	300	D	\$ 79.44	28,473	D	
Common Stock	11/03/2004	S	800	D	\$ 79.43	27,673	D	
Common Stock	11/03/2004	S	200	D	\$ 79.41	27,473	D	
Common Stock	11/03/2004	S	100	D	\$ 79.38	27,373	D	
Common Stock	11/03/2004	S	200	D	\$ 79.35	27,173	D	
Common Stock	11/03/2004	S	1,300	D	\$ 79.34	25,873	D	
Common Stock	11/03/2004	S	900	D	\$ 79.32	24,973	D	
Common Stock	11/03/2004	S/K	2,700	D	\$ 79.3	22,273	D	
Common Stock						1,493 ⁽¹⁾	I	401-K

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)

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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)
Employee Stock Option (right to buy)	\$ 16.8754	11/03/2004		M	14,048	12/23/1997 ⁽²⁾ 12/23/2006	Common Stock 14,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MURRAY CHESTER V 99 CHURCH STREET NEW YORK, NY 10007				EVP-Moody's Investors Service

Signatures

John J. Goggins, by power of attorney for Chester V. Murray
 11/05/2004

__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) As of the last statement dated October 31, 2004.
- (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.