

MOODYS CORP /DE/  
Form 4  
March 08, 2006

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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)  
03/06/2006

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/06/2006		M	15,385	A \$ 8.0824	129,105	D
Common Stock	03/06/2006		S	900	D \$ 67.4	128,205	D
Common Stock	03/06/2006		S	100	D \$ 67.48	128,105	D
Common Stock	03/06/2006		S	1,385	D \$ 67.5	126,720	D
Common Stock	03/06/2006		S	1,000	D \$ 67.58	125,720	D

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Common Stock	03/06/2006	S	7,500	D	\$ 67.6	118,220	D		
Common Stock	03/06/2006	S	1,500	D	\$ 67.62	116,720	D		
Common Stock	03/06/2006	S	500	D	\$ 67.63	116,220	D		
Common Stock	03/06/2006	S	1,000	D	\$ 67.65	115,220	D		
Common Stock	03/06/2006	S	1,000	D	\$ 67.7	114,220	D		
Common Stock	03/06/2006	S	500	D	\$ 67.73	113,720	D		
Common Stock						1,352	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.

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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)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 8.0824	03/06/2006		M	15,385	11/15/1997 <sup>(1)</sup> 11/15/2006	Common Stock	15,385

## Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

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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

03/08/2006

\_\_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 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.

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