

MCDANIEL RAYMOND W
 Form 4
 May 08, 2009

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 *
 MCDANIEL RAYMOND W

(Last) (First) (Middle)

7 WORLD TRADE CENTER, 250 GREENWICH 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)
 05/06/2009

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 05/06/2009 | | S ⁽¹⁾ | 3,400 D | \$ 31.05 | 170,704 | D |
| Common Stock | 05/06/2009 | | S ⁽¹⁾ | 1,600 D | \$ 31.06 | 169,104 | D |
| Common Stock | 05/06/2009 | | S ⁽¹⁾ | 2,700 D | \$ 31.07 | 166,404 | D |
| Common Stock | 05/06/2009 | | S ⁽¹⁾ | 1,000 D | \$ 31.08 | 165,404 | D |
| Common Stock | 05/06/2009 | | S ⁽¹⁾ | 400 D | \$ 31.09 | 165,004 | D |

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| | | | | | | | |
|--------------|------------|-------------|-------|---|----------|---------|---|
| Common Stock | 05/06/2009 | <u>S(1)</u> | 1,300 | D | \$ 31.1 | 163,704 | D |
| Common Stock | 05/06/2009 | <u>S(1)</u> | 1,000 | D | \$ 31.11 | 162,704 | D |
| Common Stock | 05/06/2009 | <u>S(1)</u> | 300 | D | \$ 31.12 | 162,404 | D |
| Common Stock | 05/06/2009 | <u>S(1)</u> | 800 | D | \$ 31.13 | 161,604 | D |
| Common Stock | 05/06/2009 | <u>S(1)</u> | 500 | D | \$ 31.14 | 161,104 | D |
| Common Stock | 05/06/2009 | <u>S(1)</u> | 3,300 | D | \$ 31.15 | 157,804 | D |
| Common Stock | 05/06/2009 | <u>S(1)</u> | 700 | D | \$ 31.16 | 157,104 | D |
| Common Stock | 05/06/2009 | <u>S(1)</u> | 2,000 | D | \$ 31.17 | 155,104 | D |
| Common Stock | 05/06/2009 | <u>S(1)</u> | 2,600 | D | \$ 31.18 | 152,504 | D |
| Common Stock | 05/06/2009 | <u>S(1)</u> | 1,563 | D | \$ 31.19 | 150,941 | D |
| Common Stock | 05/06/2009 | <u>S(1)</u> | 500 | D | \$ 31.2 | 150,441 | D |
| Common Stock | 05/06/2009 | <u>S(1)</u> | 200 | D | \$ 31.22 | 150,241 | D |
| Common Stock | 05/06/2009 | <u>S(1)</u> | 100 | D | \$ 31.25 | 150,141 | D |
| Common Stock | 05/06/2009 | <u>S(1)</u> | 400 | D | \$ 31.26 | 149,741 | D |
| Common Stock | 05/06/2009 | <u>S(1)</u> | 300 | D | \$ 31.27 | 149,441 | D |
| Common Stock | 05/06/2009 | <u>S(1)</u> | 100 | D | \$ 31.28 | 149,341 | D |
| Common Stock | 05/06/2009 | <u>S(1)</u> | 400 | D | \$ 31.3 | 148,941 | D |
| Common Stock | 05/06/2009 | <u>S(1)</u> | 300 | D | \$ 31.31 | 148,641 | D |
| Common Stock | 05/06/2009 | <u>S(1)</u> | 400 | D | \$ 31.32 | 148,241 | D |
| Common Stock | 05/06/2009 | <u>S(1)</u> | 400 | D | \$ 31.33 | 147,841 | D |
| | 05/06/2009 | <u>S(1)</u> | 3,300 | D | \$ 31.34 | 144,541 | D |

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| | | | | | | | | |
|--------------|------------|------------------|--------|---|------------|---------|---|--|
| Common Stock | | | | | | | | |
| Common Stock | 05/06/2009 | S ⁽¹⁾ | 800 | D | \$ 31.35 | 143,741 | D | |
| Common Stock | 05/06/2009 | S ⁽¹⁾ | 200 | D | \$ 31.36 | 143,541 | D | |
| Common Stock | 05/06/2009 | S ⁽¹⁾ | 100 | D | \$ 31.37 | 143,441 | D | |
| Common Stock | 05/07/2009 | M | 18,337 | A | \$ 14.0625 | 161,778 | D | |

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)

| 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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCDANIEL RAYMOND W 7 WORLD TRADE CENTER 250 GREENWICH STREET NEW YORK, NY 10007 | X | | Chairman & CEO | |

Signatures

John J. Goggins, by power of attorney for Raymond W.
McDaniel

05/08/2009

__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) Sale of shares pursuant to Rule 10b5-1 Plan.

Remarks:

Second of three Form 4s filed on 05/08/09 reporting transactions on 05/06/09 and 05/07/09.

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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