

MOODYS CORP /DE/

Form 4

November 22, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)
11/20/2006

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/20/2006		M		13,674	A	\$ 10.7359	127,857	D
Common Stock	11/20/2006		S		400	D	\$ 68.61	127,457	D
Common Stock	11/20/2006		S		400	D	\$ 68.62	127,057	D
Common Stock	11/20/2006		S		200	D	\$ 68.66	126,857	D
Common Stock	11/20/2006		S		100	D	\$ 68.71	126,757	D

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Common Stock	11/20/2006	S	400	D	\$ 68.75	126,357	D
Common Stock	11/20/2006	S	100	D	\$ 68.76	126,257	D
Common Stock	11/20/2006	S	200	D	\$ 68.77	126,057	D
Common Stock	11/20/2006	S	600	D	\$ 68.8	125,457	D
Common Stock	11/20/2006	S	200	D	\$ 68.83	125,257	D
Common Stock	11/20/2006	S	300	D	\$ 68.85	124,957	D
Common Stock	11/20/2006	S	200	D	\$ 68.89	124,757	D
Common Stock	11/20/2006	S	100	D	\$ 68.9	124,657	D
Common Stock	11/20/2006	S	100	D	\$ 68.91	124,557	D
Common Stock	11/20/2006	S	1,000	D	\$ 68.92	123,557	D
Common Stock	11/20/2006	S	300	D	\$ 68.93	123,257	D
Common Stock	11/20/2006	S	100	D	\$ 68.94	123,157	D
Common Stock	11/20/2006	S	100	D	\$ 68.95	123,057	D
Common Stock	11/20/2006	S	200	D	\$ 68.96	122,857	D
Common Stock	11/20/2006	S	200	D	\$ 68.97	122,657	D
Common Stock	11/20/2006	S	300	D	\$ 68.98	122,357	D
Common Stock	11/20/2006	S	600	D	\$ 68.99	121,757	D
Common Stock	11/20/2006	S	500	D	\$ 69	121,257	D
Common Stock	11/20/2006	S	100	D	\$ 69.01	121,157	D
Common Stock	11/20/2006	S	600	D	\$ 69.02	120,557	D
	11/20/2006	S	100	D	\$ 69.03	120,457	D

Common
Stock

Common Stock	11/20/2006	S	300	D	\$ 69.04	120,157	D
Common Stock	11/20/2006	S	500	D	\$ 69.05	119,657	D
Common Stock	11/20/2006	S	200	D	\$ 69.06	119,457	D
Common Stock	11/20/2006	S	400	D	\$ 69.07	119,057	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 Underlying Security (Instr. 3 and 4)
Employee Stock Option (right to buy)	\$ 10.7359	11/20/2006		M	13,674	12/22/1998 ⁽¹⁾ 12/22/2007	Common Stock 13,6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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

11/22/2006

__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.

Remarks:

Form 1 of 2 Form 4s filed on 11/22/2006 reporting transactions on 11/20/2006.

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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