

DERING JEANNE
Form 4
November 14, 2005

FORM 4

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

OMB APPROVAL

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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 *
DERING JEANNE

(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)
11/09/2005

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)
Executive VP

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 or Price | | |
| Common Stock | 11/09/2005 | | M | | 16,892 A \$ 9.8477 | 33,897 | D |
| Common Stock | 11/09/2005 | | M | | 13,992 A \$ 10.7359 | 47,889 | D |
| Common Stock | 11/09/2005 | | M | | 16,420 A \$ 12.8864 | 64,309 | D |
| Common Stock | 11/09/2005 | | M | | 20,280 A \$ 10.9916 | 84,589 | D |
| Common Stock | 11/09/2005 | | M | | 22,460 A \$ 10.7092 | 107,049 | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|---------|---|
| Common Stock | 11/09/2005 | S | 4,600 | D | \$ 54.34 | 102,449 | D |
| Common Stock | 11/09/2005 | S | 9,200 | D | \$ 54.37 | 93,249 | D |
| Common Stock | 11/09/2005 | S | 100 | D | \$ 54.38 | 93,149 | D |
| Common Stock | 11/09/2005 | S | 3,280 | D | \$ 54.39 | 89,869 | D |
| Common Stock | 11/09/2005 | S | 12,100 | D | \$ 54.4 | 77,769 | D |
| Common Stock | 11/09/2005 | S | 900 | D | \$ 54.41 | 76,869 | D |
| Common Stock | 11/09/2005 | S | 820 | D | \$ 54.43 | 76,049 | D |
| Common Stock | 11/09/2005 | S | 700 | D | \$ 54.44 | 75,349 | D |
| Common Stock | 11/09/2005 | S | 10,600 | D | \$ 54.45 | 64,749 | D |
| Common Stock | 11/09/2005 | S | 6,892 | D | \$ 54.46 | 57,857 | D |
| Common Stock | 11/09/2005 | S | 500 | D | \$ 54.47 | 57,357 | D |
| Common Stock | 11/09/2005 | S | 600 | D | \$ 54.48 | 56,757 | D |
| Common Stock | 11/09/2005 | S | 2,800 | D | \$ 54.5 | 53,957 | D |
| Common Stock | 11/09/2005 | S | 100 | D | \$ 54.51 | 53,857 | D |
| Common Stock | 11/09/2005 | S | 192 | D | \$ 54.52 | 53,665 | D |
| Common Stock | 11/09/2005 | S | 300 | D | \$ 54.53 | 53,365 | D |
| Common Stock | 11/09/2005 | S | 500 | D | \$ 54.54 | 52,865 | D |
| Common Stock | 11/09/2005 | S | 200 | D | \$ 54.55 | 52,665 | D |
| Common Stock | 11/09/2005 | S | 200 | D | \$ 54.56 | 52,465 | D |
| Common Stock | 11/09/2005 | S | 100 | D | \$ 54.57 | 52,365 | D |
| | 11/09/2005 | S | 500 | D | \$ 54.58 | 51,865 | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|--------|---|
| Common Stock | | | | | | | |
| Common Stock | 11/09/2005 | S | 5,200 | D | \$ 54.59 | 46,665 | D |
| Common Stock | 11/09/2005 | S | 3,900 | D | \$ 54.6 | 42,765 | D |
| Common Stock | 11/09/2005 | S | 500 | D | \$ 54.61 | 42,265 | D |
| Common Stock | 11/09/2005 | S | 12,700 | D | \$ 54.63 | 29,565 | 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.

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 9.8477 | 11/09/2005 | | M | 16,892 | 07/16/1998 ⁽¹⁾ 07/15/2007 | Common Stock | 16,892 | |
| Employee Stock Option (right to buy) | \$ 10.7359 | 11/09/2005 | | M | 13,992 | 12/22/1998 ⁽¹⁾ 12/22/2007 | Common Stock | 13,992 | |
| Employee Stock Option (right to buy) | \$ 12.8864 | 11/09/2005 | | M | 16,420 | 07/01/1999 ⁽¹⁾ 07/01/2008 | Common Stock | 16,420 | |
| | \$ 10.9916 | 11/09/2005 | | M | 20,280 | 12/21/2000 ⁽¹⁾ 12/21/2009 | | 20,280 | |

Employee
Stock
Option
(right to
buy)

Common
Stock

Employee
Stock
Option \$ 10.7092 11/09/2005
(right to
buy)

M 22,460 01/19/2001⁽¹⁾ 01/19/2010

Common
Stock 22,4

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| DERING JEANNE 99 CHURCH STREET NEW YORK, NY 10007 | | | Executive VP | |

Signatures

John J. Goggins, by power of attorney for Jeanne
Dering 11/14/2005

__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 11/14/05 reporting transactions on 11/9/05.

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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