

MOODYS CORP /DE/

Form 4

September 07, 2016

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 *
Huber Linda

(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)
09/06/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Executive VP and CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	09/06/2016		M ⁽¹⁾	7,078 A	\$ 26.78 63,637	D	
Common Stock	09/06/2016		S ⁽¹⁾	7,078 D	\$ 110.021 56,559	D	
Common Stock	09/06/2016		M ⁽¹⁾	35,100 A	\$ 30.01 91,659	D	
Common Stock	09/06/2016		S ⁽¹⁾	35,100 D	\$ 110.172 56,559	D	
	09/06/2016		M ⁽¹⁾	30,284 A	\$ 38.61 86,843	D	

Common
Stock

Common Stock	09/06/2016	<u>S</u> ⁽¹⁾	30,284	D	\$ 110.221 <u>(4)</u>	56,559	D
Common Stock	09/06/2016	<u>M</u> ⁽¹⁾	85,000	A	\$ 38.07	141,559	D
Common Stock	09/06/2016	<u>S</u> ⁽¹⁾	85,000	D	\$ 110.075 <u>(5)</u>	56,559	D
Common Stock	09/06/2016	<u>M</u> ⁽¹⁾	25,133	A	\$ 25.37	81,692	D
Common Stock	09/06/2016	<u>S</u> ⁽¹⁾	25,133	D	\$ 110.17	56,559	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 26.78	09/06/2016		<u>M</u> ⁽¹⁾	7,078	02/09/2011 ⁽⁶⁾ 02/09/2020	Common Stock	7,078
Employee Stock Option (right to buy)	\$ 30.01	09/06/2016		<u>M</u> ⁽¹⁾	35,100	02/08/2012 ⁽⁶⁾ 02/08/2021	Common Stock	35,100
Employee Stock	\$ 38.61	09/06/2016		<u>M</u> ⁽¹⁾	30,284	02/13/2013 ⁽⁶⁾ 02/13/2022	Common Stock	30,284

Option
(right to
buy)

Employee
Stock

Option \$ 38.07 09/06/2016
(right to
buy)

M⁽¹⁾

85,000 02/12/2009⁽⁶⁾ 02/12/2018

Common
Stock 85,0

Employee
Stock

Option \$ 25.37 09/06/2016
(right to
buy)

M⁽¹⁾

25,133 02/10/2010⁽⁶⁾ 02/10/2019

Common
Stock 25,1

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Huber Linda 7 WORLD TRADE CENTER 250 GREENWICH STREET NEW YORK, NY 10007	Executive VP and CFO

Signatures

John J. Goggins, by power of attorney for Linda
Huber 09/07/2016

 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) Exercise and sale of shares pursuant to Rule 10b5-1 Plan.

The price reported in Column 4 is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from

(2) \$110.00 to \$110.21. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

The price reported in Column 4 is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from

(3) \$110.07 to \$110.23. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

The price reported in Column 4 is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from

(4) \$110.22 to \$110.26. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

The price reported in Column 4 is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from

(5) \$110.00 to \$110.16. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(6) One fourth of options vest 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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