

MOODYS CORP /DE/
Form 4
November 15, 2006

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 *
GOGGINS JOHN J

(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)
11/13/2006

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)

SVP and General Counsel

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/13/2006		M		1,584	A	\$ 10.9916
Common Stock	11/13/2006		S		1,584	D	\$ 68
Common Stock	11/13/2006		M		851	A	\$ 10.7092
Common Stock	11/13/2006		S		851	D	\$ 68
Common Stock	11/13/2006		M		6,597	A	\$ 14.0625
Common Stock	11/13/2006						28,010
Common Stock	11/13/2006						26,426
Common Stock	11/13/2006						27,277
Common Stock	11/13/2006						26,426
Common Stock	11/13/2006						33,023

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Common Stock	11/13/2006	S	6,597	D	\$ 68	26,426	D	
Common Stock	11/14/2006	M	4,800	A	\$ 14.0625	31,226	D	
Common Stock	11/14/2006	S	4,800	D	\$ 68	26,426	D	
Common Stock						1,359 ⁽¹⁾	I	401-K

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 Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 10.9916	11/13/2006		M	1,584	12/21/2000 ⁽²⁾ 12/21/2009	Common Stock	1,584
Employee Stock Option (right to buy)	\$ 10.7092	11/13/2006		M	851	01/19/2001 ⁽²⁾ 01/19/2010	Common Stock	851
Employee Stock Option (right to buy)	\$ 14.0625	11/13/2006		M	6,597	10/03/2001 ⁽²⁾ 10/03/2010	Common Stock	6,597
Employee Stock	\$ 14.0625	11/14/2006		M	4,800	10/03/2001 ⁽²⁾ 10/03/2010	Common Stock	4,800

Option
(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOGGINS JOHN J 99 CHURCH STREET NEW YORK, NY 10007			SVP and General Counsel	

Signatures

John J. Goggins	11/15/2006
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) As of the last statement dated October 31, 2006.
 - (2) 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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