

Worrall Blair
Form 3
February 27, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Worrall Blair | | (Month/Day/Year) | MOODYS CORP /DE/ [MCO] | |
| (Last) | (First) | (Middle) | 02/20/2013 | |
| 7 WORLD TRADE CENTER,Â AT 250 GREENWICH STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NEW YORK,Â NYÂ 10007 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) (specify below) | |
| | | | SVP-Ratings Delivery and Data | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 13,027 | D | Â |
| Common Stock | 601 ⁽¹⁾ | I | 401-K |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|---------------------------------------|---------------------------|-----------------|---------------------|----------------------------|------------------------------|---|------------|
| Employee Stock Options (right to buy) | 12/31/2005 ⁽²⁾ | 12/31/2014 | Common Stock | 3,000 | \$ 43.592 | D | Â |
| Employee Stock Options (right to buy) | 02/08/2007 ⁽²⁾ | 02/08/2016 | Common Stock | 5,000 | \$ 63.09 | D | Â |
| Employee Stock Options (right to buy) | 02/12/2008 ⁽²⁾ | 02/12/2017 | Common Stock | 3,750 | \$ 72.715 | D | Â |
| Employee Stock Options (right to buy) | 02/12/2009 ⁽²⁾ | 02/12/2018 | Common Stock | 4,600 | \$ 38.07 | D | Â |
| Employee Stock Options (right to buy) | 02/10/2010 ⁽²⁾ | 02/10/2019 | Common Stock | 5,487 | \$ 25.37 | D | Â |
| Employee Stock Options (right to buy) | 02/09/2011 ⁽²⁾ | 02/09/2020 | Common Stock | 6,454 | \$ 26.78 | D | Â |
| Employee Stock Options (right to buy) | 02/13/2013 ⁽²⁾ | 02/13/2022 | Common Stock | 5,809 | \$ 38.61 | D | Â |
| Employee Stock Options (right to buy) | 02/13/2014 ⁽²⁾ | 02/13/2023 | Common Stock | 5,575 | \$ 46.43 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Worrall Blair 7 WORLD TRADE CENTER AT 250 GREENWICH STREET NEW YORK, NY 10007 | Â | Â | Â SVP-Ratings Delivery and Data | Â |

Signatures

Elizabeth McCarroll, by power of attorney for Blair
Worrall 02/27/2012

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 last statement dated December 31, 2012.
- (2) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.