

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

2. Issuer Name and Ticker or Trading Symbol  
MOODYS CORP /DE/ [MCO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
99 CHURCH STREET  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/09/2005

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Executive VP

NEW YORK, NY 10007

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

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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.

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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 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 <sup>(1)</sup> 07/15/2007	Common Stock	16,892	
Employee Stock Option (right to buy)	\$ 10.7359	11/09/2005		M	13,992	12/22/1998 <sup>(1)</sup> 12/22/2007	Common Stock	13,992	
Employee Stock Option (right to buy)	\$ 12.8864	11/09/2005		M	16,420	07/01/1999 <sup>(1)</sup> 07/01/2008	Common Stock	16,420	
	\$ 10.9916	11/09/2005		M	20,280	12/21/2000 <sup>(1)</sup> 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<sup>(1)</sup> 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. 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.