

WOODHAM DOUGLAS M
Form 4
November 23, 2004

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 *
WOODHAM DOUGLAS M

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)
11/22/2004

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Senior Vice President

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/22/2004		M		\$ 26,500 A 39.975	32,658	D
Common Stock	11/22/2004		M		\$ 23,000 A 42.535	55,658	D
Common Stock	11/22/2004		S		\$ 79.87 300	55,358	D
Common Stock	11/22/2004		S		\$ 79.86 100	55,258	D
Common Stock	11/22/2004		S		\$ 79.83 100	55,158	D

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Common Stock	11/22/2004	S	700	D	\$ 79.81	54,458	D
Common Stock	11/22/2004	S	300	D	\$ 79.8	54,158	D
Common Stock	11/22/2004	S	100	D	\$ 79.79	54,058	D
Common Stock	11/22/2004	S	700	D	\$ 79.78	53,358	D
Common Stock	11/22/2004	S	400	D	\$ 79.76	52,958	D
Common Stock	11/22/2004	S	5,300	D	\$ 79.75	47,658	D
Common Stock	11/22/2004	S	1,000	D	\$ 79.74	46,658	D
Common Stock	11/22/2004	S	2,200	D	\$ 79.73	44,458	D
Common Stock	11/22/2004	S	2,800	D	\$ 79.72	41,658	D
Common Stock	11/22/2004	S	700	D	\$ 79.71	40,958	D
Common Stock	11/22/2004	S	6,100	D	\$ 79.7	34,858	D
Common Stock	11/22/2004	S	5,200	D	\$ 79.69	29,658	D
Common Stock	11/22/2004	S	3,000	D	\$ 79.68	26,658	D
Common Stock	11/22/2004	S	100	D	\$ 79.67	26,558	D
Common Stock	11/22/2004	S	100	D	\$ 79.66	26,458	D
Common Stock	11/22/2004	S	600	D	\$ 79.65	25,858	D
Common Stock	11/22/2004	S	200	D	\$ 79.64	25,658	D
Common Stock	11/22/2004	S	500	D	\$ 79.63	25,158	D
Common Stock	11/22/2004	S	3,300	D	\$ 79.62	21,858	D
Common Stock	11/22/2004	S	2,600	D	\$ 79.61	19,258	D
	11/22/2004	S	5,600	D	\$ 79.6	13,658	D

Common Stock							
Common Stock	11/22/2004		S	200	D	\$ 79.59	13,458 D
Common Stock	11/22/2004		S	1,500	D	\$ 79.58	11,958 D
Common Stock	11/22/2004		S	200	D	\$ 79.56	11,758 D
Common Stock	11/22/2004		S	200	D	\$ 79.53	11,558 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)
Employee Stock Option (right-to-buy)	\$ 39.975	11/22/2004		M	26,500	02/07/2003 ⁽¹⁾ 02/07/2012	Common Stock
Employee Stock Option (right-to-buy)	\$ 42.535	11/22/2004		M	23,000	02/07/2004 ⁽¹⁾ 02/07/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOODHAM DOUGLAS M 99 CHURCH STREET NEW YORK, NY 10007			Senior Vice President	

Signatures

Jane B. Clark, by power of attorney for Douglas M.
Woodham

11/23/2004

__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 vest each year beginning with the date indicated.

Remarks:

Form 1 of 2 Form 4s reporting transactions on 11/22/2004 and filed on 11/23/2004 for Reporting Person Douglas M. Woodham

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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