MOODYS CORP /DE/

Form 4

February 28, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB Number:

3235-0287

Expires:

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OMB APPROVAL

response...

Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Pers MURRAY CHESTER V	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) (Midd	e) 3. Date of Earliest Transaction	(Check air applicable)		
99 CHURCH STREET	(Month/Day/Year) 02/24/2005	Director 10% Owner Officer (give titleX Other (specify below) EVP-Moody's Investors Service		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
NEW YORK, NY 10007	Filed(Month/Day/Year)	Applicable Line) _X_ 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								y 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)	Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	02/24/2005		M	9,328	A	\$ 21.4718	36,538	D	
Common Stock	02/24/2005		M	11,010	A	\$ 25.7728	47,548	D	
Common Stock	02/24/2005		M	12,420	A	\$ 18.0762	59,968	D	
Common Stock	02/24/2005		M	6,036	A	\$ 19.0413	66,004	D	
Common Stock	02/24/2005		M	13,610	A	\$ 21.9833	79,614	D	

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Common Stock	02/24/2005	S	5,800	D	\$ 83.18	73,814	D
Common Stock	02/24/2005	S	600	D	\$ 83.5	73,214	D
Common Stock	02/24/2005	S	400	D	\$ 83.49	72,814	D
Common Stock	02/24/2005	S	100	D	\$ 83.48	72,714	D
Common Stock	02/24/2005	S	100	D	\$ 83.47	72,614	D
Common Stock	02/24/2005	S	300	D	\$ 83.44	72,314	D
Common Stock	02/24/2005	S	2,000	D	\$ 83.38	70,314	D
Common Stock	02/24/2005	S	800	D	\$ 83.37	69,514	D
Common Stock	02/24/2005	S	700	D	\$ 83.36	68,814	D
Common Stock	02/24/2005	S	200	D	\$ 83.34	68,614	D
Common Stock	02/24/2005	S	1,600	D	\$ 83.32	67,014	D
Common Stock	02/24/2005	S	700	D	\$ 83.31	66,314	D
Common Stock	02/24/2005	S	2,500	D	\$ 83.3	63,814	D
Common Stock	02/24/2005	S	200	D	\$ 83.28	63,614	D
Common Stock	02/24/2005	S	400	D	\$ 83.27	63,214	D
Common Stock	02/24/2005	S	100	D	\$ 83.25	63,114	D
Common Stock	02/24/2005	S	200	D	\$ 83.24	62,914	D
Common Stock	02/24/2005	S	100	D	\$ 83.23	62,814	D
Common Stock	02/24/2005	S	2,000	D	\$ 83.22	60,814	D
Common Stock	02/24/2005	S	6,700	D	\$ 83.2	54,114	D
	02/24/2005	S	900	D	\$ 83.19	53,214	D

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Common Stock							
Common Stock	02/24/2005	S	300	D	\$ 83.17	52,914	D
Common Stock	02/24/2005	S	400	D	\$ 83.16	52,514	D
Common Stock	02/24/2005	S	1,900	D	\$ 83.57	50,614	D
Common Stock	02/24/2005	S	200	D	\$ 83.5	50,414	D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned $(e.g., \, {\rm puts}, \, {\rm calls}, \, {\rm warrants}, \, {\rm options}, \, {\rm convertible} \, {\rm securities})$

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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitic (Instr. 3 and 4)	
				Code V	and:		Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (right to buy)	\$ 21.4718	02/24/2005		M		9,328	12/22/1998 <u>(1)</u>	12/22/2007	Common Stock	9,32
Employee Stock Option (right to buy)	\$ 25.7728	02/24/2005		M		11,010	07/01/1999 <u>(1)</u>	07/01/2008	Common Stock	11,0
Employee Stock Option (right to buy)	\$ 18.0762	02/24/2005		M		12,420	09/01/1999(1)	09/01/2008	Common Stock	12,4
	\$ 19.0413	02/24/2005		M		6,036	09/16/1999(1)	09/16/2008		6,03

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Employee Common Stock Stock

Option (right to buy)

Employee

Stock

Option \$ 21.9833 02/24/2005 M 13,610 12/21/2000(1) 12/21/2009 Common Stock 13,6

(right to buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MURRAY CHESTER V 99 CHURCH STREET NEW YORK, NY 10007

EVP-Moody's Investors Service

Signatures

John J. Goggins, by power of attorney for Chester V. Murray

02/28/2005

**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 3 Form 4s filed on 02/28/2005 reporting transactions on 02/24/2005.

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.

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