#### MOODYS CORP /DE/

Form 4

August 18, 2014

#### FORM 4

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

OMB Number: 3235-0287

Estimated average

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

**OMB APPROVAL** 

Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction

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

response...

1(b).

(Print or Type Responses)

(Ctota)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MCDANIEL RAYMOND W Issuer Symbol MOODYS CORP /DE/ [MCO] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner X\_ Officer (give title \_ Other (specify 7 WORLD TRADE CENTER, 250 08/15/2014 below) **GREENWICH STREET** President and CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10007 Person

	(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y Owned
į	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)		ed of (		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)
	Common Stock	08/15/2014		S(1)	10,000	D	\$ 91.857 (2)	207,184	D	
	Common Stock	08/15/2014		M(1)	83,750	A	\$ 41.688	290,934	D	
	Common Stock	08/15/2014		S(1)	83,750	D	\$ 91.728 (3)	207,184	D	
	Common Stock							1,525 (4)	I	401-K
								2.000	I	Spouse

Common Stock

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

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.

SEC 1474

(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 on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date		7. Title and Amount Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Options (right to buy)	\$ 41.688	08/15/2014		M(1)	83,750	02/22/2006(5)	02/22/2015	Common Stock	83,7

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## **Reporting Owners**

Reporting Owner Name / Address	Keiationsnips						
	Director	10% Owner	Officer	Other			
MCDANIEL RAYMOND W							
7 WORLD TRADE CENTER	X		Dragidant and CEO				
250 GREENWICH STREET	Λ		President and CEO				
NEW YORK NY 10007							

## **Signatures**

John J. Goggins, by power of attorney for Raymond W.

McDaniel

08/18/2014

\*\*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) Exercise and sale of shares pursuant to Rule 10b5-1 Plan.

Reporting Owners 2

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- The price reported in Column 4 is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from (2) 91.60 to \$92.12. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- The price reported in Column 4 is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$91.30 to \$92.15. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (4) As of last statement dated June 30, 2014.
- (5) 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. 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.