

MOODYS CORP /DE/
Form 4
November 07, 2006

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 *
GLAUBER ROBERT R

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)
11/03/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

NEW YORK, NY 10007

(City) (State) (Zip)

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

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	11/03/2006		M		10,200	A	\$ 14.0625 24,426 D
Common Stock	11/03/2006		S		10,000	D	\$ 66.17 14,426 D
Common Stock	11/03/2006		S		200	D	\$ 66.13 14,226 D
Common Stock	11/06/2006		M		7,800	A	\$ 14.0625 22,026 D
Common Stock	11/06/2006		S		6,400	D	\$ 66 15,626 D
	11/06/2006		S		700	D	\$ 66.01 14,926 D

Common Stock							
Common Stock	11/06/2006	S	300	D	\$ 66.02	14,626	D
Common Stock	11/06/2006	S	300	D	\$ 66.03	14,326	D
Common Stock	11/06/2006	S	100	D	\$ 66.05	14,226	D

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

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(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 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)	
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 14.0625	11/03/2006		M	10,200	10/03/2001 ⁽¹⁾ 10/03/2010	Common Stock	10,200
Employee Stock Option (right to buy)	\$ 14.0625	11/06/2006		M	7,800	10/03/2001 ⁽¹⁾ 10/03/2010	Common Stock	7,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GLAUBER ROBERT R 99 CHURCH STREET	X			

NEW YORK, NY 10007

Signatures

John J. Goggins, by power of attorney for Robert R.
Glauber

11/07/2006

__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.

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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