

WOODHAM DOUGLAS M
Form 4
November 23, 2004

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
WOODHAM DOUGLAS M

(Last) (First) (Middle)

99 CHURCH STREET

(Street)

NEW YORK, NY 10007

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/19/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/19/2004		M	11,500	A \$ 39.975	17,658	D
Common Stock	11/19/2004		S	100	D \$ 80.5	17,558	D
Common Stock	11/19/2004		S	100	D \$ 80.41	17,458	D
Common Stock	11/19/2004		S	900	D \$ 80.4	16,558	D
Common Stock	11/19/2004		S	200	D \$ 80.39	16,358	D

Edgar Filing: WOODHAM DOUGLAS M - Form 4

Common Stock	11/19/2004	S	700	D	\$ 80.36	15,658	D	
Common Stock	11/19/2004	S	1,100	D	\$ 80.27	14,558	D	
Common Stock	11/19/2004	S	2,700	D	\$ 80.28	11,858	D	
Common Stock	11/19/2004	S	2,800	D	\$ 80.29	9,058	D	
Common Stock	11/19/2004	S	100	D	\$ 80.3	8,958	D	
Common Stock	11/19/2004	S	700	D	\$ 80.31	8,258	D	
Common Stock	11/19/2004	S	2,000	D	\$ 80.32	6,258	D	
Common Stock	11/19/2004	S	100	D	\$ 80.33	6,158	D	
Common Stock						558 ⁽¹⁾	I	401-K

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 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
Employee Stock Option (right-to-buy)	\$ 39.975	11/19/2004		M		11,500		02/07/2003 ⁽²⁾	02/07/2012	Common Stock	1

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) As of the last statement dated October 31, 2004.

(2) One fourth of the options vest 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.