#### Edgar Filing: MOODYS CORP /DE/ - Form 4

MOODYS Form 4	CORP /DE/										
August 18,	2014										
FORM			CECU				NCE CO	MARGION		PROVAL	
	UNITED	STATES		RITIES A shington			NGE CO	OMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 Filed pursuant to				SECU	RITIES			Expires: Estimated a burden hou response	•		
obligati may con <i>See</i> Inst 1(b).	ons Section 17( ruction	a) of the l	Public U		ding Con	npan	y Act of 1	1935 or Section	I		
(Print or Type	Responses)										
MCDANIEL RAYMOND W Sy								5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (1	Middle)		of Earliest T	_		J	(Check	all applicable	)	
(Mo				(Month/Day/Year) 08/15/2014				_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) President and CEO			
				led(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
NEW YOF	RK, NY 10007						-	Form filed by Me Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Secur	ities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactic Code (Instr. 8)	4. Securit onor Dispos (Instr. 3, 4	ed of	(D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	08/15/2014			S <u>(1)</u>	10,000	D	\$ 91.857 (2)	207,184	D		
Common Stock	08/15/2014			M <u>(1)</u>	83,750	А	\$ 41.688	290,934	D		
Common Stock	08/15/2014			S <u>(1)</u>	83,750	D	\$ 91.728 (3)	207,184	D		
Common Stock								1,525 <u>(4)</u>	I	401-K	
								2,000	Ι	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.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	onDeri Secu Acqu or D (D)	urities uired (A) isposed of r. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numł of Sha
Employee Stock Options (right to buy)	\$ 41.688	08/15/2014		M <u>(1)</u>		83,750	02/22/2006 <u>(5)</u>	02/22/2015	Common Stock	83,7

### **Reporting Owners**

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
MCDANIEL RAYMOND W 7 WORLD TRADE CENTER 250 GREENWICH STREET NEW YORK, NY 10007	Х	President and CEO							
Signatures									
John J. Goggins, by power of a McDaniel	08/18/2014								
<u>**</u> Signature of Re	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.

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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
 (3) \$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.