

MOODYS CORP /DE/

Form 4

February 28, 2005

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MURRAY CHESTER V

(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)
02/24/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP-Moody's Investors Service

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/24/2005		M	V Amount (A) or (D) Price 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

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.

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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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 21.4718	02/24/2005		M	9,328	12/22/1998 ⁽¹⁾	12/22/2007	Common Stock	9,328
Employee Stock Option (right to buy)	\$ 25.7728	02/24/2005		M	11,010	07/01/1999 ⁽¹⁾	07/01/2008	Common Stock	11,010
Employee Stock Option (right to buy)	\$ 18.0762	02/24/2005		M	12,420	09/01/1999 ⁽¹⁾	09/01/2008	Common Stock	12,420
	\$ 19.0413	02/24/2005		M	6,036	09/16/1999 ⁽¹⁾	09/16/2008		6,036

Employee
Stock
Option
(right to
buy)

Common
Stock

Employee
Stock
Option
(right to
buy)

\$ 21.9833 02/24/2005

M

13,610

12/21/2000⁽¹⁾

12/21/2009

Common
Stock

13,6

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.

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