

MOODYS CORP /DE/  
Form 4  
March 14, 2005

**FORM 4**

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

OMB APPROVAL

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

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 \*  
EVANS MARY JOHNSTON

(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)  
03/10/2005

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 below)  Other (specify below)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/10/2005		A		3 <sup>(1)</sup>	A	\$ 84.69
Common Stock					40,770	I	Spouse

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

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SEC 1474 (9-02)

**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. 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 Underlying Security (Instr. 3 and 4)
Phantom Stock Units (Deferred Performance Shares) <sup>(2)</sup>	\$ 0 <sup>(3)</sup>	03/10/2005		A	2.555	08/08/1988 <sup>(4)</sup> 08/08/1988 <sup>(4)</sup>	Common Stock
Phantom Stock Units (Retirement) <sup>(5)</sup>	\$ 0 <sup>(3)</sup>	03/10/2005		A	9.4155	08/08/1988 <sup>(6)</sup> 08/08/1988 <sup>(6)</sup>	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EVANS MARY JOHNSTON 99 CHURCH STREET NEW YORK, NY 10007		X		

## Signatures

John J. Goggins, by power of attorney for Mary Johnston  
Evans 03/14/2005

\_\_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) Restricted Stock deferred dividend reinvestment accrual
- (2) Phantom stock units arising out of the Reporting Person's election to defer receipt of earned performance shares.
- (3) The security converts to common stock on a one-for-one basis.
- (4) These units are to be settled in stock after the Reporting Person's retirement.
- (5) Phantom stock units issued in lieu of accrued benefits under a director retirement plan, which was terminated in 1996.
- (6) These units are to be settled in cash after the Reporting Person's retirement.

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.