MOODYS CORP /DE/

Form 4

September 01, 2016

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

OMB

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires:

2005

OMB APPROVAL

Form 4 or Form 5 obligations **SECURITIES**

Estimated average burden hours per response... 0.5

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address	of Reporting Person
Fauher Robert	

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

MOODYS CORP /DE/ [MCO]

(Check all applicable)

(First) (Last)

(Middle)

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

Director

10% Owner X_ Officer (give title) __ Other (specify

7 WORLD TRADE CENTER, 250

(Street)

GREENWICH ST.

08/30/2016

below)

President-MIS

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10007

(City)	(State)	(Zip) 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. Transactio Code (Instr. 8)	4. Securities Acquired ansaction(A) or Disposed of (D) de (Instr. 3, 4 and 5) str. 8)			5. Amount of Securities Beneficially Owned Following Reported	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				
Common Stock	08/30/2016		M <u>(1)</u>	1,152	A	\$ 38.61	41,823	D			
Common Stock	08/30/2016		S(1)	1,152	D	\$ 107.5	40,671	D			
Common Stock	08/30/2016		M(1)	188	A	\$ 38.07	40,859	D			
Common Stock	08/30/2016		S(1)	188	D	\$ 107.5	40,671	D			
Common Stock	08/31/2016		M(1)	1,345	A	\$ 30.01	42,016	D			

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Common Stock	08/31/2016	S(1)	1,345	D	\$ 108.17	40,671	D
Common Stock	08/31/2016	M <u>(1)</u>	625	A	\$ 72.715	41,296	D
Common Stock	08/31/2016	S(1)	625	D	\$ 108.17	40,671	D

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)

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 on 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 Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Employee Stock Option (right to buy)	\$ 38.61	08/30/2016		M(2)		1,152	02/13/2013(3)	02/13/2022	Common Stock	1,152
Employee Stock Option (right to buy)	\$ 38.07	08/30/2016		M(2)		188	02/12/2009(3)	02/12/2018	Common Stock	188
Employee Stock Option (right to buy)	\$ 30.01	08/31/2016		M(2)		1,345	02/08/2012(3)	02/08/2021	Common Stock	1,345
Employee Stock Option (right to	\$ 72.715	08/31/2016		M(2)		625	02/12/2008(3)	02/12/2017	Common Stock	625

buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer

Fauber Robert

7 WORLD TRADE CENTER, 250 GREENWICH ST.

President-MIS

Other

NEW YORK, NY 10007

Signatures

Elizabeth McCarroll, by power of attorney for Robert Fauber

09/01/2016

**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) Sale of shares pursuant to a Rule 10b5-1 Plan
- (2) Exercise and sale of shares pursuant to Rule 10b5-1 Plan.
- (3) One fourth of 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.

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