

MOODYS CORP /DE/

Form 4

September 01, 2016

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fauber Robert

(Last) (First) (Middle)

7 WORLD TRADE CENTER, 250
GREENWICH ST.

(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)

08/30/2016

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 ____ Other (specify
below) below)

President-MIS

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 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	08/30/2016		M ⁽¹⁾	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	<u>S</u> (1)	1,345	D	\$ 108.17	40,671	D
Common Stock	08/31/2016	<u>M</u> (1)	625	A	\$ 72.715	41,296	D
Common Stock	08/31/2016	<u>S</u> (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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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 38.61	08/30/2016		<u>M</u> (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		<u>M</u> (2)	188	02/12/2009(3) 02/12/2018	Common Stock 188
Employee Stock Option (right to buy)	\$ 30.01	08/31/2016		<u>M</u> (2)	1,345	02/08/2012(3) 02/08/2021	Common Stock 1,345
Employee Stock Option (right to buy)	\$ 72.715	08/31/2016		<u>M</u> (2)	625	02/12/2008(3) 02/12/2017	Common Stock 625

