GOGGINS JOHN J
Form 4
November 10, 2004

FORM 4

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

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 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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOGGINS JOHN J

(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)
11/08/2004

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 below) _____ Other (specify below)
SVP and General Counsel

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/08/2004		M		6,160	A	$ 26.8319	10,109	D	
Common Stock	11/08/2004		M		35,515	A	$ 21.9833	13,660	D	
Common Stock	11/08/2004		M		33,904	A	$ 28.125	47,564	D	
Common Stock	11/08/2004		S		6,500	D	$ 79.3	41,064	D	
Common Stock	11/08/2004		S		2,000	D	$ 79.35	39,064	D	

Common Stock	11/08/2004	S	400	D	$ 79.37	38,664	D
Common Stock	11/08/2004	S	2,500	D	$ 79.38	36,164	D
Common Stock	11/08/2004	S	900	D	$ 79.39	35,264	D
Common Stock	11/08/2004	S	1,400	D	$ 79.4	33,864	D
Common Stock	11/08/2004	S	100	D	$ 79.42	33,764	D
Common Stock	11/08/2004	S	700	D	$ 79.43	33,064	D
Common Stock	11/08/2004	S	1,000	D	$ 79.44	32,064	D
Common Stock	11/08/2004	S	400	D	$ 79.45	31,664	D
Common Stock	11/08/2004	S	300	D	$ 79.46	31,364	D
Common Stock	11/08/2004	S	700	D	$ 79.47	30,664	D
Common Stock	11/08/2004	S	300	D	$ 79.48	30,364	D
Common Stock	11/08/2004	S	2,600	D	$ 79.49	27,764	D
Common Stock	11/08/2004	S	7,500	D	$ 79.5	20,264	D
Common Stock	11/08/2004	S	400	D	$ 79.51	19,864	D
Common Stock	11/08/2004	S	500	D	$ 79.52	19,364	D
Common Stock	11/08/2004	S	200	D	$ 79.53	19,164	D
Common Stock	11/08/2004	S	400	D	$ 79.54	18,764	D
Common Stock	11/08/2004	S	2,100	D	$ 79.55	16,664	D
Common Stock	11/08/2004	S	4,000	D	$ 79.56	12,664	D
Common Stock	11/08/2004	S	400	D	$ 79.57	12,264	D
	11/08/2004	S	200	D	$ 79.58	12,064	D

Common Stock								
Common Stock	11/08/2004		S	800	D	$ 79.6	11,264	D
Common Stock	11/08/2004		S	500	D	$ 79.65	107.64	D
Common Stock	11/08/2004		S	200	D	$ 79.66	10,564	D
Common Stock	11/08/2004		S	200	D	$ 79.67	10,364	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 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 Securiti (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (right to buy)	$ 26.8319	11/08/2004		M			6,160	03/31/2000[(1)]	03/31/2009	Common Stock	6,16
Employee Stock Option (right to buy)	$ 21.9833	11/08/2004		M			3,551	12/21/2000[(2)]	12/21/2009	Common Stock	3,55
Employee Stock Option (right to buy)	$ 28.125	11/08/2004		M			33,904	10/03/2001[(2)]	10/03/2010	Common Stock	33,9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOGGINS JOHN J 99 CHURCH STREET NEW YORK, NY 10007			SVP and General Counsel	

Signatures

John J. Goggins	11/10/2004
**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.

(2) One fourth of the options vest each year beginning with the date indicated.

Remarks:

Form 1 of 2 Form 4s Filed on 11/10/2004 for Reporting Person John J. Goggins

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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