

DERING JEANNE
Form 4
November 14, 2005

FORM 4

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

OMB APPROVAL

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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 *
DERING JEANNE

2. Issuer Name and Ticker or Trading Symbol
MOODYS CORP /DE/ [MCO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
99 CHURCH STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/09/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP

NEW YORK, NY 10007

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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. 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 or Price		
Common Stock	11/09/2005		M		16,892 A \$ 9.8477	33,897	D
Common Stock	11/09/2005		M		13,992 A \$ 10.7359	47,889	D
Common Stock	11/09/2005		M		16,420 A \$ 12.8864	64,309	D
Common Stock	11/09/2005		M		20,280 A \$ 10.9916	84,589	D
Common Stock	11/09/2005		M		22,460 A \$ 10.7092	107,049	D

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Common Stock	11/09/2005	S	4,600	D	\$ 54.34	102,449	D
Common Stock	11/09/2005	S	9,200	D	\$ 54.37	93,249	D
Common Stock	11/09/2005	S	100	D	\$ 54.38	93,149	D
Common Stock	11/09/2005	S	3,280	D	\$ 54.39	89,869	D
Common Stock	11/09/2005	S	12,100	D	\$ 54.4	77,769	D
Common Stock	11/09/2005	S	900	D	\$ 54.41	76,869	D
Common Stock	11/09/2005	S	820	D	\$ 54.43	76,049	D
Common Stock	11/09/2005	S	700	D	\$ 54.44	75,349	D
Common Stock	11/09/2005	S	10,600	D	\$ 54.45	64,749	D
Common Stock	11/09/2005	S	6,892	D	\$ 54.46	57,857	D
Common Stock	11/09/2005	S	500	D	\$ 54.47	57,357	D
Common Stock	11/09/2005	S	600	D	\$ 54.48	56,757	D
Common Stock	11/09/2005	S	2,800	D	\$ 54.5	53,957	D
Common Stock	11/09/2005	S	100	D	\$ 54.51	53,857	D
Common Stock	11/09/2005	S	192	D	\$ 54.52	53,665	D
Common Stock	11/09/2005	S	300	D	\$ 54.53	53,365	D
Common Stock	11/09/2005	S	500	D	\$ 54.54	52,865	D
Common Stock	11/09/2005	S	200	D	\$ 54.55	52,665	D
Common Stock	11/09/2005	S	200	D	\$ 54.56	52,465	D
Common Stock	11/09/2005	S	100	D	\$ 54.57	52,365	D
	11/09/2005	S	500	D	\$ 54.58	51,865	D

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Common Stock							
Common Stock	11/09/2005	S	5,200	D	\$ 54.59	46,665	D
Common Stock	11/09/2005	S	3,900	D	\$ 54.6	42,765	D
Common Stock	11/09/2005	S	500	D	\$ 54.61	42,265	D
Common Stock	11/09/2005	S	12,700	D	\$ 54.63	29,565	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 Security (Instr. 3 and 4)	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)	\$ 9.8477	11/09/2005		M	16,892	07/16/1998 ⁽¹⁾ 07/15/2007	Common Stock	16,892	
Employee Stock Option (right to buy)	\$ 10.7359	11/09/2005		M	13,992	12/22/1998 ⁽¹⁾ 12/22/2007	Common Stock	13,992	
Employee Stock Option (right to buy)	\$ 12.8864	11/09/2005		M	16,420	07/01/1999 ⁽¹⁾ 07/01/2008	Common Stock	16,420	
	\$ 10.9916	11/09/2005		M	20,280	12/21/2000 ⁽¹⁾ 12/21/2009		20,280	

