

MOODYS CORP /DE/

Form 4

November 15, 2006

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

OMB
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(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)
11/13/2006

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)
Common Stock	11/13/2006		M	1,584 A	\$ 10.9916	28,010	D
Common Stock	11/13/2006		S	1,584 D	\$ 68	26,426	D
Common Stock	11/13/2006		M	851 A	\$ 10.7092	27,277	D
Common Stock	11/13/2006		S	851 D	\$ 68	26,426	D
Common Stock	11/13/2006		M	6,597 A	\$ 14.0625	33,023	D

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Common Stock	11/13/2006	S	6,597	D	\$ 68	26,426	D	
Common Stock	11/14/2006	M	4,800	A	\$ 14.0625	31,226	D	
Common Stock	11/14/2006	S	4,800	D	\$ 68	26,426	D	
Common Stock						1,359 ⁽¹⁾	I	401-K

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

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(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 of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 10.9916	11/13/2006		M	1,584	12/21/2000 ⁽²⁾ 12/21/2009	Common Stock	1,584
Employee Stock Option (right to buy)	\$ 10.7092	11/13/2006		M	851	01/19/2001 ⁽²⁾ 01/19/2010	Common Stock	851
Employee Stock Option (right to buy)	\$ 14.0625	11/13/2006		M	6,597	10/03/2001 ⁽²⁾ 10/03/2010	Common Stock	6,597
Employee Stock	\$ 14.0625	11/14/2006		M	4,800	10/03/2001 ⁽²⁾ 10/03/2010	Common Stock	4,800

Option
(right to
buy)

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	11/15/2006
**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) As of the last statement dated October 31, 2006.
 - (2) One fourth of the options vested 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.
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