

MOODYS CORP /DE/
Form 4
November 22, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCDANIEL RAYMOND W

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

3. Date of Earliest Transaction (Month/Day/Year)
11/20/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

(Street)
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

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 Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Common Stock	11/20/2006		S		500	D	\$ 69.08 118,557 D
Common Stock	11/20/2006		S		100	D	\$ 69.09 118,457 D
Common Stock	11/20/2006		S		100	D	\$ 69.1 118,357 D
Common Stock	11/20/2006		S		100	D	\$ 69.11 118,257 D
Common Stock	11/20/2006		S		100	D	\$ 69.12 118,157 D

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Common Stock	11/20/2006	S	100	D	\$ 69.13	118,057	D	
Common Stock	11/20/2006	S	300	D	\$ 69.14	117,757	D	
Common Stock	11/20/2006	S	400	D	\$ 69.15	117,357	D	
Common Stock	11/20/2006	S	200	D	\$ 69.17	117,157	D	
Common Stock	11/20/2006	S	400	D	\$ 69.18	116,757	D	
Common Stock	11/20/2006	S	200	D	\$ 69.19	116,557	D	
Common Stock	11/20/2006	S	300	D	\$ 69.2	116,257	D	
Common Stock	11/20/2006	S	200	D	\$ 69.21	116,057	D	
Common Stock	11/20/2006	S	600	D	\$ 69.22	115,457	D	
Common Stock	11/20/2006	S	500	D	\$ 69.23	114,957	D	
Common Stock	11/20/2006	S	100	D	\$ 69.27	114,857	D	
Common Stock	11/20/2006	S	100	D	\$ 69.28	114,757	D	
Common Stock	11/20/2006	S	100	D	\$ 69.29	114,657	D	
Common Stock	11/20/2006	S	100	D	\$ 69.3	114,557	D	
Common Stock	11/20/2006	S	200	D	\$ 69.31	114,357	D	
Common Stock	11/20/2006	S	174	D	\$ 69.39	114,183	D	
Common Stock						1,359 ⁽¹⁾	I	401-K
Common Stock						2,000	I	Spouse

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCDANIEL RAYMOND W 99 CHURCH STREET NEW YORK, NY 10007	X		Chairman & CEO	

Signatures

John J. Goggins, by power of attorney for Raymond W. McDaniel
11/22/2006

__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.

Remarks:

Form 2 of 2 Form 4s filed on 11/22/2006 reporting transactions on 11/20/2006.

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.