

MCDANIEL RAYMOND W

Form 4

November 05, 2004

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 *
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)
11/04/2004

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

President & COO

(Street)

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

NEW YORK, NY 10007

(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)
Common Stock	11/04/2004		M	5,156 A	\$ 17.1658	36,678	D
Common Stock	11/04/2004		S	100 D	\$ 79.87	36,578	D
Common Stock	11/04/2004		S	256 D	\$ 79.86	36,322 ⁽¹⁾	D
Common Stock	11/04/2004		S	100 D	\$ 79.84	36,222	D
Common Stock	11/04/2004		S	700 D	\$ 79.83	35,522	D

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Common Stock	11/04/2004	S	400	D	\$ 79.82	35,122	D	
Common Stock	11/04/2004	S	1,000	D	\$ 79.8	34,122	D	
Common Stock	11/04/2004	S	500	D	\$ 79.79	33,622	D	
Common Stock	11/04/2004	S	300	D	\$ 79.78	33,322	D	
Common Stock	11/04/2004	S	200	D	\$ 79.77	33,122	D	
Common Stock	11/04/2004	S	200	D	\$ 79.75	32,922	D	
Common Stock	11/04/2004	S	300	D	\$ 79.65	32,622	D	
Common Stock	11/04/2004	S	400	D	\$ 79.63	32,222	D	
Common Stock	11/04/2004	S	700	D	\$ 79.59	31,522	D	
Common Stock						679 ⁽¹⁾	I	401-K
Common Stock						1,000	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)
	\$ 17.1658	11/04/2004		M	5,156	12/20/1996 ⁽²⁾ 12/19/2005	Amount or Number of Shares

Employee
Stock
Option
(right to
buy)

Common
Stock

Reporting Owners

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

Signatures

John J. Goggins, by power of attorney for Raymond W.
McDaniel

11/05/2004

__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) As of the last statement dated October 31, 2004.

(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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