MOODYS CORP /DE/

Form 5

February 14, 2013

OMB APPROVAL FORM 5

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

Number: January 31, Expires: 2005

3235-0362

no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer MCKINNELL HENRY A Symbol MOODYS CORP /DE/ [MCO] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (Month/Day/Year) _X_ Director 10% Owner Officer (give title Other (specify 12/31/2012 below) below) 7 WORLD TRADE CENTER, 250 **GREENWICH STREET** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting

Filed(Month/Day/Year)

(check applicable line)

NEW YORK, NYÂ 10007

X Form Filed by One Reporting Person Form Filed by More than One Reporting

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. 7. Nature of Transaction Indirect Security (Month/Day/Year) Execution Date, if (A) or Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned at end Direct (D) Ownership of Issuer's or Indirect (Instr. 4) Fiscal Year (I) (A) (Instr. 3 and (Instr. 4) or 4) Amount (D) Price Common \$ Â $P^{(1)}$ Â 03/10/2010 A 105,406 126 D Stock 28.034 Common Â 06/10/2010 $P^{(1)}$ 186 105,591 D Stock Common Â Â 09/10/2010 $P^{(1)}$ 146 105,737 D 24.336 Stock Common Â Â $P^{(1)}$ 12/10/2010 131 D 105,868 Stock

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| Common Stock | 03/10/2011 | Â | P(1) | 122 | A | \$ 32.045 | 105,991 | D | Â |
|-----------------|------------|---|--------------|-----|---|--------------|---------|---|---|
| Common Stock | 06/10/2011 | Â | P(1) | 188 | A | \$ 41.567 | 106,179 | D | Â |
| Common Stock | 09/12/2011 | Â | P(1) | 275 | A | \$ 28.484 | 106,454 | D | Â |
| Common Stock | 12/12/2011 | Â | P(1) | 225 | A | \$ 34.961 | 106,680 | D | Â |
| Common Stock | 03/12/2012 | Â | <u>L(1)</u> | 232 | A | \$ 38.916 | 106,912 | D | Â |
| Common Stock | 06/11/2012 | Â | P <u>(1)</u> | 310 | A | \$ 36.69 | 107,222 | D | Â |
| Common Stock | 09/10/2012 | Â | P(1) | 274 | A | \$ 41.771 | 107,496 | D | Â |
| Common Stock | 12/10/2012 | Â | P(1) | 233 | A | \$ 49.309 | 107,729 | D | Â |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| De Sec | Fitle of rivative curity str. 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) | | ate | 7. Titl Amou Under Secur (Instr. | int of rlying | 8. Price of Derivative Security (Instr. 5) | 9. of D Se Be O En Is Fi (In |
|-----------|----------------------------------|---|---|---|---|---|---------------------|--------------------|--|--|---|---|
| | | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|--|
| • 0 | Director | 10% Owner | Officer | Other | | | | |
| MCKINNELL HENRY A | ÂΧ | Â | Â | Â | | | | |
| 7 WORLD TRADE CENTER | | | | | | | | |
| 250 GREENWICH STREET | | | | | | | | |

Reporting Owners 2

NEW YORK, NYÂ 10007

Signatures

John J. Goggins, by power of attorney for Henry A. McKinnell, Jr.

12/14/2013

**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) Automatic reinvestment of dividends under broker-operated program.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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