

Elliott Jennifer  
Form 3  
February 24, 2005

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF 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 \*

Â Elliott Jennifer  
(Last) (First) (Middle)

99 CHURCH STREET

(Street)

NEW YORK,Â NYÂ 10007

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)  
02/15/2005

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

4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)  
VP - Human Resources

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

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 Beneficially Owned

1. Title of Security  
(Instr. 4)

2. Amount of Securities  
Beneficially Owned  
(Instr. 4)

3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock

693

D Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
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### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative  
Security  
(Instr. 4)

2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

4. Conversion  
or Exercise  
Price of  
Derivative  
Security

5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect

6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

Date Exercisable Expiration  
Date Date

Title Amount or  
Number of

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				Shares		(I) (Instr. 5)	
Employee Stock Option (right to buy)	12/21/2000 <sup>(1)</sup>	12/21/2009	Common Stock	870	\$ 21.9833	D	Â
Employee Stock Option (right to buy)	02/07/2003 <sup>(2)</sup>	02/07/2012	Common Stock	6,000	\$ 39.975	D	Â
Employee Stock Option (right to buy)	02/07/2004 <sup>(2)</sup>	02/02/2013	Common Stock	7,500	\$ 42.535	D	Â
Employee Stock Option (right to buy)	02/09/2005 <sup>(2)</sup>	02/09/2014	Common Stock	6,750	\$ 64.815	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Elliott Jennifer 99 CHURCH STREET NEW YORK, NY 10007	Â	Â	Â VP - Human Resources	Â

## Signatures

John J. Goggins, by power of attorney for Jennifer Elliott 02/24/2005

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) One fourth of the options vested each year beginning with the date indicated.

(2) One fourth of the options vest 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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