

MOODYS CORP /DE/

Form 4

February 28, 2005

**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  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MURRAY CHESTER V**

(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)  
**02/24/2005**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title \_\_\_\_X\_\_\_\_ Other (specify  
below) below)

EVP-Moody's Investors Service

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/24/2005		S		500	D	\$ 83.55
Common Stock	02/24/2005		S		300	D	\$ 83.51
Common Stock	02/24/2005		S		300	D	\$ 83.49
Common Stock	02/24/2005		S		100	D	\$ 83.47
Common Stock	02/24/2005		S		900	D	\$ 83.45
							31,410
							31,110
							30,810
							30,710
							29,810

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Common Stock	02/24/2005	S	100	D	\$ 83.44	29,710	D	
Common Stock	02/24/2005	S	100	D	\$ 83.43	29,610	D	
Common Stock	02/24/2005	S	100	D	\$ 83.4	29,510	D	
Common Stock	02/24/2005	S	1,000	D	\$ 83.39	28,510	D	
Common Stock	02/24/2005	S	100	D	\$ 83.37	28,410	D	
Common Stock	02/24/2005	S	1,200	D	\$ 83.36	27,210	D	
Common Stock						1,491 <sup>(1)</sup>	I	401-K

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.**

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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 Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

MURRAY CHESTER V  
99 CHURCH STREET  
NEW YORK, NY 10007

EVP-Moody's Investors Service

## Signatures

John J. Goggins, by power of attorney for Chester V.  
Murray

02/28/2005

\_\_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 December 31, 2004

### Remarks:

Form 3 of 3 Form 4s filed on 02/28/2005 reporting transactions on 02/24/2005.

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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