

MOODYS CORP /DE/

Form 4

March 14, 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 \*  
MCKINNELL HENRY A

(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)  
03/10/2006

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 below) ☐ Other (specify below)

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Common Stock                    | 03/13/2006                           |                                                    | A                              | 11 <sup>(1)</sup>                                                 | A \$ 67.57                                                                                    | 22,291                                                   | D                                 |

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

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SEC 1474  
(9-02)

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

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| 1. Title of<br>Derivative Security<br>(Instr. 3)               | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and Expiration<br>Date<br>(Month/Day/Year) |     | 7. Title and<br>Underlying<br>(Instr. 3 and |                 |                 |
|----------------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------|-----------------|-----------------|
|                                                                |                                                                    |                                         |                                                             | Code                                 | V                                                                                                               | (A)                                                            | (D) | Date Exercisable                            | Expiration Date | Title           |
| Phantom Stock<br>Units (Deferred<br>Compensation)<br>(2)       | \$ 0 (3)                                                           | 03/10/2006                              |                                                             | A                                    |                                                                                                                 | 12.63                                                          |     | 08/08/1988(4)                               | 08/08/1988(4)   | Common<br>Stock |
| Phantom Stock<br>Units (Deferred<br>Performance<br>Shares) (5) | \$ 0 (3)                                                           | 03/10/2006                              |                                                             | A                                    |                                                                                                                 | 1.62                                                           |     | 08/08/1988(6)                               | 08/08/1988(6)   | Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |         |       |
|-------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                             | Director      | 10% Owner | Officer | Other |
| MCKINNELL HENRY A<br>99 CHURCH STREET<br>NEW YORK, NY 10007 | X             |           |         |       |

## Signatures

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

03/14/2006

\_\_\_\_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) Restricted Stock deferred dividend reinvestment accrual.
- (2) Phantom stock units arising out of the Reporting Person's election to defer receipt of retainer fees.
- (3) The security converts to common stock on a one-for-one basis.
- (4) These units are to be settled in cash after the Reporting Person's retirement.
- (5) Phantom stock units arising out of the Reporting Person's election to defer receipt of earned performance shares.
- (6) These units are to be settled in stock after the Reporting Person's retirement.

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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