

MCDANIEL RAYMOND W  
 Form 4  
 November 05, 2004

**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 \*  
 MCDANIEL RAYMOND W

(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)  
 11/04/2004

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)  
 President & COO

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)
			Code	V	Amount or Price		
Common Stock	11/04/2004		M		\$ 5,156 17.1658	D	
Common Stock	11/04/2004		S		\$ 100 79.87	D	
Common Stock	11/04/2004		S		\$ 256 79.86	D	(1)
Common Stock	11/04/2004		S		\$ 100 79.84	D	
Common Stock	11/04/2004		S		\$ 700 79.83	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 <sup>(1)</sup>	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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**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 <sup>(2)</sup> 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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