

Almeida Mark  
Form 4  
November 21, 2011

**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 \*  
Almeida Mark

(Last) (First) (Middle)

7 WORLD TRADE CENTER, 250 GREENWICH 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)  
11/17/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President, Moody's Analytics

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock                    | 11/17/2011                           |  | M                              | 25,000 A \$ 19.9875   | 129,662   | D  |   |
| Common Stock                    | 11/17/2011                           |  | S                              | 25,000 D \$ 32.75 (1)   | 104,662   | D  |   |
| Common Stock                    | 11/18/2011                           |  | M                              | 25,000 A \$ 19.9875   | 129,662   | D  |   |
| Common Stock                    | 11/18/2011                           |  | S                              | 25,000 D \$ 32.83 (2)   | 104,662   | D  |   |
| Common Stock                    |                                      |  |                                |   | 16,453 (3)  | I  | 401-K   |

|                 |       |   |                                |
|-----------------|-------|---|--------------------------------|
| Common<br>Stock | 1,000 | I | Held in<br>trust for<br>sister |
|-----------------|-------|---|--------------------------------|

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)

| 1. Title of<br>Derivative<br>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 of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |        |
|---|--|---|---|--------------------------------------|--|--|--|-------------------------------------|--------|
|   |  |   |   | Code                                 | V (A) (D)  | Date Exercisable   | Expiration<br>Date   | Title                               |        |
| Employee<br>stock<br>option<br>(right to<br>buy)    | \$ 19.9875   | 11/17/2011                              |   | M                                    | 25,000   | 02/07/2003 <sup>(4)</sup>                                      | 02/07/2012   | Common<br>Stock                     | 25,000 |
| Employee<br>stock<br>option<br>(right to<br>buy)    | \$ 19.9875   | 11/18/2011                              |   | M                                    | 25,000   | 02/07/2003 <sup>(4)</sup>                                      | 02/07/2012   | Common<br>Stock                     | 25,000 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| Almeida Mark<br>7 WORLD TRADE CENTER<br>250 GREENWICH STREET<br>NEW YORK, NY 10007 | President, Moody's Analytics     |

## Signatures

Elizabeth McCarroll, by power of attorney for Mark E.  
Almeida 11/21/2011

\_\_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).

The price reported in Column 4 is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from  
(1) \$32.39 to \$33.09. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

The price reported in Column 4 is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from  
(2) \$32.51 to \$33.11. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(3) As of last statement dated September 30, 2011.

(4) 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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