ANDERSON BASIL

Form 4

January 05, 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

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ANDERSON BASIL

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

5. Relationship of Reporting Person(s) to Issuer

OMB

Number:

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OMB APPROVAL

3235-0287

January 31,

2005

0.5

(First) (Last)

(Street)

(State)

(Middle) 3. Date of Earliest Transaction

X_ Director 10% Owner

99 CHURCH STREET

(Month/Day/Year)

01/03/2005

Officer (give title Other (specify below)

(Check all applicable)

(Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)

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

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

NEW YORK, NY 10007

(City)

(Instr. 3)

1.Title of 2. Transaction Date 2A. Deemed Security

4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned Ownership Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)

Conversion or Exercise Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number of 4 **TransactionDerivative** Code Securities (Instr. 8) Acquired (A) or

6. Date Exercisable and Expiration Date

(Month/Day/Year)

7. Title at Underlyin (Instr. 3 a

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Derivative Disposed of (D) Security (Instr. 3, 4, and 5)

Code V (A) (D) Date Exercisable Expiration Date Title

Phantom Stock

Units (Deferred Compensation) (1)

\$ 0 (2) 01/03/2005

A 110.437 08/08/1

08/08/1988(3) 08/08/1988(3)

Commo

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ANDERSON BASIL

99 CHURCH STREET X

NEW YORK, NY 10007

Signatures

John J. Goggins, by power of attorney for Basil Anderson

01/05/2005

**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) Phantom Stock Units arising out of the Reporting Person's election to defer receipt of retainer fees.
- (2) The security converts to common stock on a one-for-one basis.
- (3) These units are to be settled in cash 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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