

MOODYS CORP /DE/

Form 4

May 19, 2014

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Madelain Michel

(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)

05/15/2014

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 & COO-MIS

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)
Common Stock	05/15/2014		M ⁽¹⁾	62,499 A	\$ 38.07 119,471	D	
Common Stock	05/15/2014		S ⁽¹⁾	50,000 D	\$ 80.972 69,471	D	
Common Stock	05/15/2014		S ⁽¹⁾	12,499 D	\$ 82.7 56,972	D	
Common Stock	05/15/2014		M ⁽¹⁾	13,625 A	\$ 63.09 70,597	D	
Common Stock	05/15/2014		S ⁽¹⁾	10,000 D	\$ 60,597 81.476	D	

(3)

Common Stock	05/15/2014	S ⁽¹⁾	3,625	D	\$ 82.7	56,972	D
Common Stock	05/15/2014	M ⁽¹⁾	12,750	A	\$ 72.715	69,722	D
Common Stock	05/15/2014	S ⁽¹⁾	11,000	D	\$ 81.482	58,722	D
Common Stock	05/15/2014	S ⁽¹⁾	1,750	D	\$ 82.7	56,972	D

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

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 38.07	05/15/2014		M ⁽¹⁾	62,499	02/12/2009 ⁽⁵⁾ 02/12/2018	Common Stock 62,499
Employee Stock Option (right to buy)	\$ 63.09	05/15/2014		M ⁽¹⁾	13,625	02/08/2007 ⁽⁵⁾ 02/08/2016	Common Stock 13,625
Employee Stock Option (right to buy)	\$ 72.715	05/15/2014		M ⁽¹⁾	12,750	02/12/2008 ⁽⁵⁾ 02/12/2017	Common Stock 12,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Madelain Michel 7 WORLD TRADE CENTER 250 GREENWICH STREET NEW YORK, NY 10007			President & COO-MIS	

Signatures

Elizabeth McCarroll, by power of attorney for Michel
Madelain

05/19/2014

__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) Exercise and sale of shares pursuant to Rule 10b5-1 Plan.

The price reported in Column 4 is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from

(2) \$80.66 to \$81.50. 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

(3) \$81.47 to \$81.48. 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

(4) \$81.41 to \$81.50. 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.

(5) One fourth of options vest 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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