

WOODHAM DOUGLAS M
Form 4
November 23, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
WOODHAM DOUGLAS M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
99 CHURCH STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/19/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

NEW YORK, NY 10007

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Price			
Common Stock	11/19/2004		M		A \$ 39.975	17,658	D	
Common Stock	11/19/2004		S		D \$ 80.5	17,558	D	
Common Stock	11/19/2004		S		D \$ 80.41	17,458	D	
Common Stock	11/19/2004		S		D \$ 80.4	16,558	D	
Common Stock	11/19/2004		S		D \$ 80.39	16,358	D	

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Common Stock	11/19/2004	S	700	D	\$ 80.36	15,658	D	
Common Stock	11/19/2004	S	1,100	D	\$ 80.27	14,558	D	
Common Stock	11/19/2004	S	2,700	D	\$ 80.28	11,858	D	
Common Stock	11/19/2004	S	2,800	D	\$ 80.29	9,058	D	
Common Stock	11/19/2004	S	100	D	\$ 80.3	8,958	D	
Common Stock	11/19/2004	S	700	D	\$ 80.31	8,258	D	
Common Stock	11/19/2004	S	2,000	D	\$ 80.32	6,258	D	
Common Stock	11/19/2004	S	100	D	\$ 80.33	6,158	D	
Common Stock						558 ⁽¹⁾	I	401-K

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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right-to-buy)	\$ 39.975	11/19/2004		M	11,500	02/07/2003 ⁽²⁾	02/07/2012	Common Stock

