

MURRAY CHESTER V  
 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 \*  
 MURRAY CHESTER V

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)  
 11/03/2004

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  10% Owner  
 \_\_\_\_ Other (specify below)  
 EVP-Moody's Investors Service

NEW YORK, NY 10007  
 (City) (State) (Zip)

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

**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	11/03/2004		M		14,048	A	\$ 16.8754
Common Stock	11/03/2004		S		300	D	\$ 79.35
Common Stock	11/03/2004		S		1,400	D	\$ 79.34
Common Stock	11/03/2004		S		700	D	\$ 79.33
Common Stock	11/03/2004		S		100	D	\$ 79.32

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Common Stock	11/03/2004	S	1,400	D	\$ 79.31	32,421	D	
Common Stock	11/03/2004	S	2,400	D	\$ 79.3	30,021	D	
Common Stock	11/03/2004	S	200	D	\$ 79.29	29,821	D	
Common Stock	11/03/2004	S	100	D	\$ 79.28	29,721	D	
Common Stock	11/03/2004	P	448	D	\$ 79.47	29,273	D	
Common Stock	11/03/2004	S	300	D	\$ 79.46	28,973	D	
Common Stock	11/03/2004	S	200	D	\$ 79.45	28,773	D	
Common Stock	11/03/2004	P	300	D	\$ 79.44	28,473	D	
Common Stock	11/03/2004	S	800	D	\$ 79.43	27,673	D	
Common Stock	11/03/2004	S	200	D	\$ 79.41	27,473	D	
Common Stock	11/03/2004	S	100	D	\$ 79.38	27,373	D	
Common Stock	11/03/2004	S	200	D	\$ 79.35	27,173	D	
Common Stock	11/03/2004	S	1,300	D	\$ 79.34	25,873	D	
Common Stock	11/03/2004	S	900	D	\$ 79.32	24,973	D	
Common Stock	11/03/2004	S/K	2,700	D	\$ 79.3	22,273	D	
Common Stock						1,493 <sup>(1)</sup>	I	401-K

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)

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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)
Employee Stock Option (right to buy)	\$ 16.8754	11/03/2004		M	14,048	12/23/1997 <sup>(2)</sup> 12/23/2006	Common Stock 14,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MURRAY CHESTER V 99 CHURCH STREET NEW YORK, NY 10007				EVP-Moody's Investors Service

## Signatures

John J. Goggins, by power of attorney for Chester V. Murray  
 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. 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.