

MCGILLICUDY CORNELIUS III

Form 4

February 28, 2007

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 *
MCGILLICUDY CORNELIUS III

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)

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

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

99 CHURCH STREET

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

(Street)

NEW YORK, NY 10007

(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 (A) or (D) Price			
Common Stock	02/26/2007		S	100 D \$ 64.85	6,834	I	Trust
Common Stock	02/26/2007		S	500 D \$ 64.87	6,334	I	Trust
Common Stock	02/26/2007		S	400 D \$ 64.88	5,934	I	Trust
Common Stock	02/26/2007		S	100 D \$ 64.91	5,834	I	Trust
Common Stock	02/26/2007		S	900 D \$ 64.92	4,934	I	Trust
	02/26/2007		S	1,000 D	3,934	I	Trust

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Common Stock						\$ 64.93			
Common Stock	02/26/2007		S	500	D	\$ 65	3,434	I	Trust
Common Stock	02/26/2007		S	100	D	\$ 65.01	3,334	I	Trust
Common Stock	02/26/2007		S	300	D	\$ 65.02	3,034	I	Trust
Common Stock	02/26/2007		S	100	D	\$ 65.03	2,934	I	Trust
Common Stock	02/26/2007		S	100	D	\$ 65.11	2,834	I	Trust
Common Stock	02/26/2007		S	500	D	\$ 65.12	2,334	I	Trust
Common Stock	02/26/2007		S	400	D	\$ 65.13	1,934	I	Trust
Common Stock	02/26/2007		S	600	D	\$ 65.15	1,334	I	Trust
Common Stock	02/26/2007		S	400	D	\$ 65.16	934	I	Trust
Common Stock	02/26/2007		S	450	D	\$ 65.17	484	I	Trust
Common Stock							5,691	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
						Title			

Date	Expiration	Amount
Exercisable	Date	or
		Number
		of
		Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCGILLICUDY CORNELIUS III 99 CHURCH STREET NEW YORK, NY 10007	X			

Signatures

John J. Goggins, by power of attorney for Cornelius
McGillicuddy III

02/28/2007

__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).

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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