

MCDANIEL RAYMOND W

Form 4

May 06, 2009

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 *
MCDANIEL RAYMOND W

(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)

05/04/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chairman & CEO

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)
Common Stock	05/04/2009		M	50,000	A \$ 14.0625	175,711	D
Common Stock	05/04/2009		S ⁽¹⁾	50,000	D \$ 30	125,711	D
Common Stock	05/04/2009		M	32,070	A \$ 14.0625	157,781	D
Common Stock	05/04/2009		S ⁽¹⁾	32,070	D \$ 30	125,711	D
Common Stock	05/05/2009		M	17,730	A \$ 14.0625	143,441	D

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Common Stock	1,439 ⁽²⁾	I	401-K
Common Stock	2,000	I	Spouse

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 14.0625	05/04/2009		M		50,000		10/03/2001 ⁽³⁾	10/03/2010	Common Stock	50,000
Employee Stock Option (right to buy)	\$ 14.0625	05/04/2009		M		32,070		10/03/2001 ⁽³⁾	10/03/2010	Common Stock	32,070
Employee Stock Option (right to buy)	\$ 14.0625	05/05/2009		M		17,730		10/03/2001 ⁽³⁾	10/03/2010	Common Stock	17,730

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCDANIEL RAYMOND W 7 WORLD TRADE CENTER	X		Chairman & CEO	

250 GREENWICH STREET
NEW YORK, NY 10007

Signatures

John J. Goggins, by power of attorney for Raymond W.
McDaniel

05/06/2009

__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) Sale of shares pursuant to Rule 10b5-1 Plan.

(2) As of the last statement dated March 31, 2009.

(3) 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.

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