Almeida Mark
Form 4
February 23, 2010

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Almeida Mark

(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)
02/22/2010

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, Moody's Analytics

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/22/2010		M		56,245	A	$ 14.0625	132,767	D	
Common Stock	02/22/2010		S		3,500	D	$ 26.71	129,267	D	
Common Stock	02/22/2010		S		305	D	$ 26.712	128,962	D	
Common Stock	02/22/2010		S		800	D	$ 26.715	128,162	D	
Common Stock	02/22/2010		S		9,445	D	$ 26.72	118,717	D	

Common Stock	02/22/2010	S	7,647	D	$ 26.73	111,070	D	
Common Stock	02/22/2010	S	300	D	$ 26.735	110,770	D	
Common Stock	02/22/2010	S	5,868	D	$ 26.74	104,902	D	
Common Stock	02/22/2010	S	100	D	$ 26.745	104,802	D	
Common Stock	02/22/2010	S	6,935	D	$ 26.75	97,867	D	
Common Stock	02/22/2010	S	100	D	$ 26.755	97,767	D	
Common Stock	02/22/2010	S	3,400	D	$ 26.76	94,367	D	
Common Stock	02/22/2010	S	100	D	$ 26.765	94,267	D	
Common Stock	02/22/2010	S	500	D	$ 26.77	93,767	D	
Common Stock	02/22/2010	S	3,700	D	$ 26.78	90,067	D	
Common Stock	02/22/2010	S	100	D	$ 26.785	89,967	D	
Common Stock	02/22/2010	S	800	D	$ 26.79	89,167	D	
Common Stock	02/22/2010	S	2,100	D	$ 26.8	87,067	D	
Common Stock	02/22/2010	S	4,945	D	$ 26.81	82,122	D	
Common Stock	02/22/2010	S	5,500	D	$ 26.82	76,622	D	
Common Stock	02/22/2010	S	100	D	$ 26.825	76,522	D	
Common Stock	02/22/2010	M	13,755	A	$ 14.0625	90,277	D	
Common Stock						15,595 (1)	I	401-K
Common Stock						1,000	I	Held in trust for sister

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 Underlying Securiti (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (right to buy)	$ 14.0625	02/22/2010		M		70,000		10/03/2001(2)	10/03/2010	Common Stock	70,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Almeida Mark 7 WORLD TRADE CENTER 250 GREENWICH STREET NEW YORK, NY 10007			President, Moody's Analytics	

Signatures

John J. Goggins, by power of attorney for Mark E. Almeida	02/23/2010
**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 last statement dated December 31, 2009.

(2) One fourth of the options vested each year beginning with the date indicated.

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