

MURRAY CHESTER V
 Form 3
 October 14, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 10/06/2004

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

4. Relationship of Reporting Person(s) to Issuer

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

99 CHURCH STREET
 (Street)

(Check all applicable)

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

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

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	22,273	D	
Common Stock	1,494 ⁽¹⁾	I ⁽¹⁾	401-K

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	12/23/1997 ⁽²⁾	12/23/2006	Common Stock	14,048	\$ 16.8754	D	Â
Employee Stock Option (right to buy)	12/22/1998 ⁽²⁾	12/22/2007	Common Stock	9,328	\$ 21.4718	D	Â
Employee Stock Option (right to buy)	07/01/1999 ⁽²⁾	07/01/2008	Common Stock	11,010	\$ 25.7728	D	Â
Employee Stock Option (right to buy)	09/01/1999 ⁽²⁾	09/01/2008	Common Stock	12,420	\$ 18.0762	D	Â
Employee Stock Option (right to buy)	09/16/1999 ⁽²⁾	09/16/2008	Common Stock	6,036	\$ 19.0413	D	Â
Employee Stock Option (right to buy)	12/21/2000 ⁽²⁾	12/21/2009	Common Stock	13,610	\$ 21.9833	D	Â
Employee Stock Option (right to buy)	01/19/2001 ⁽²⁾	01/19/2010	Common Stock	7,550	\$ 21.4184	D	Â
Employee Stock Option (right to buy)	10/03/2001 ⁽²⁾	10/03/2010	Common Stock	45,000	\$ 28.125	D	Â
Employee Stock Option (right to buy)	02/07/2003 ⁽²⁾	02/07/2012	Common Stock	40,000	\$ 39.975	D	Â
Employee Stock Option (right to buy)	02/07/2004 ⁽²⁾	02/07/2013	Common Stock	43,000	\$ 42.535	D	Â
Employee Stock Option (right to buy)	02/09/2005 ⁽²⁾	02/09/2014	Common Stock	33,750	\$ 64.815	D	Â

Reporting Owners

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

Signatures

Chester V.
Murray

10/14/2004

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 September 30, 2004.

(2) One fourth of the options vest 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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