

MOODYS CORP /DE/
Form 4
August 06, 2014

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 *
Westlake Lisa

(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)
08/05/2014

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)
SVP & Chief HR Officer

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	08/05/2014		M	11,380	A \$ 26.78	41,417	D
Common Stock	08/05/2014		S	11,380	D \$ 87.527	30,037	D
					(1)		
Common Stock	08/05/2014		M	8,284	A \$ 30.01	38,321	D
Common Stock	08/05/2014		S	8,284	D \$ 87.525	30,037	D
					(2)		
	08/05/2014		M	5,150	A \$ 38.07	35,187	D

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Common Stock							
Common Stock	08/05/2014	S	5,150	D	\$ 87.515 (3)	30,037	D
Common Stock	08/05/2014	M	29,300	A	\$ 21.01	59,337	D
Common Stock	08/05/2014	S	29,300	D	\$ 87.544 (4)	30,037	D
Common Stock	08/05/2014	M	4,301	A	\$ 25.37	34,338	D
Common Stock	08/05/2014	S	4,301	D	\$ 87.525 (5)	30,037	D
Common Stock	08/05/2014	M	5,680	A	\$ 41.688	35,717	D
Common Stock	08/05/2014	S	5,680	D	\$ 87.525 (6)	30,037	D

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 26.78	08/05/2014		M	11,380	02/09/2011 ⁽⁷⁾	02/09/2020	Common Stock	11,380

Employee Stock Option (right to buy)	\$ 30.01	08/05/2014	M	8,284	02/08/2012 ⁽⁷⁾	02/08/2021	Common Stock	8,284
Employee Stock Option (right to buy)	\$ 38.07	08/05/2014	M	5,150	02/12/2009 ⁽⁷⁾	02/12/2018	Common Stock	5,150
Employee Stock Option (right to buy)	\$ 21.01	08/05/2014	M	29,300	12/16/2009 ⁽⁷⁾	12/16/2018	Common Stock	29,300
Employee Stock Option (right to buy)	\$ 25.37	08/05/2014	M	4,301	02/10/2010 ⁽⁷⁾	02/10/2019	Common Stock	4,301
Employee Stock Option (right to buy)	\$ 41.688	08/05/2014	M	5,680	02/22/2006 ⁽⁷⁾	02/22/2015	Common Stock	5,680

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Westlake Lisa 7 WORLD TRADE CENTER 250 GREENWICH STREET NEW YORK, NY 10007			SVP & Chief HR Officer	

Signatures

Elizabeth McCarroll, by power of attorney for Lisa Westlake 08/06/2014

__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).

The price reported in Column 4 is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from (1) \$87.05 to \$87.87. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

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(2) The price reported in Column 4 is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$87.05 to \$87.91. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(3) The price reported in Column 4 is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$87.05 to \$87.88. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(4) The price reported in Column 4 is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$87.50 to \$87.96. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(5) The price reported in Column 4 is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$87.06 to \$87.88. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(6) The price reported in Column 4 is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$87.05 to \$87.89. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(7) One fourth of 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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