MOODYS CORP /DE/
Form 4
August 07, 2014

FORM 4

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

OMB APPROVAL

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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)
08/06/2014

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)
SVP & Chief HR Officer

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	08/06/2014		M		7,300	A	$ 26.78	37,337	D	
Common Stock	08/06/2014		S		7,300	D	$ 87.387 (1)	30,037	D	
Common Stock	08/06/2014		M		5,200	A	$ 30.01	35,237	D	
Common Stock	08/06/2014		S		5,200	D	$ 87.387 (2)	30,037	D	
	08/06/2014		M		3,100	A	$ 38.07	33,137	D	

Common Stock									
Common Stock	08/06/2014		S		3,100	D	$ 87.377 (3)	30,037	D
Common Stock	08/06/2014		M		20,200	A	$ 21.01	50,237	D
Common Stock	08/06/2014		S		20,200	D	$ 87.394 (2)	30,037	D
Common Stock	08/06/2014		M		2,700	A	$ 25.37	32,737	D
Common Stock	08/06/2014		S		2,700	D	$ 87.389 (1)	30,037	D
Common Stock	08/06/2014		M		3,700	A	$ 41.688	33,737	D
Common Stock	08/06/2014		S		3,700	D	$ 87.394 (4)	30,037	D

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 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)	$ 26.78	08/06/2014		M			7,300	02/09/2011 (5)	02/09/2020	Common Stock	7,30

Employee Stock Option (right to buy)	$ 30.01	08/06/2014		M	5,200	02/08/2012 (5)	02/08/2021	Common Stock	5,20
Employee Stock Option (right to buy)	$ 38.07	08/06/2014		M	3,100	02/12/2009 (5)	02/12/2018	Common Stock	3,10
Employee Stock Option (right to buy)	$ 21.01	08/06/2014		M	20,200	12/16/2009 (5)	12/16/2018	Common Stock	20,2
Employee Stock Option (right to buy)	$ 25.37	08/06/2014		M	2,700	02/10/2010 (5)	02/10/2019	Common Stock	2,70
Employee Stock Option (right to buy)	$ 41.688	08/06/2014		M	3,700	02/22/2006 (5)	02/22/2015	Common Stock	3,70

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	08/07/2014
**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).

(1) 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 $87.73. 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.

(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 $87.74. 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 $87.67. 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 $87.05 to $87.78. 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) 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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