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MOODYS CORP /DE/

Reported by

MCKINNELL HENRY A

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/14/11 for the Period Ending 12/12/11

Address	7 WORLD TRADE CENTER AT 250 GREENWICH STREET NEW YORK, NY 10007
Telephone	2125530300
CIK	0001059556
Symbol	MCO
SIC Code	7320 - Consumer Credit Reporting Agencies, Mercantile
Industry	Business Services
Sector	Services
Fiscal Year	12/31

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FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
MCKINNELL HENRY A (Last) (First) (Middle)	**MOODYS CORP /DE/ [MCO]**	__ **X** __ Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
7 WORLD TRADE CENTER, 250 GREENWICH STREET (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **12/12/2011**	
NEW YORK, NY 10007 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	**12/12/2011**		**A**		**121** (1)	**A**	**$34.97**	**100317**	**D**	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock Units (Deferred Performance Shares) (2)	(3)	**12/12/2011**		**A**		**6.806**		(4)	(4)	**Common Stock**	**6.806**	**$34.46**	**1682.185**	**D**	

Explanation of Responses:

(1) Restricted Stock deferred dividend reinvestment accrual.

(2) Phantom stock units arising out of the Reporting Person's election to defer receipt of earned performance shares.

(3) The security converts to common stock on a one-for-one basis.

(4) These units are to be settled in stock after the Reporting Person's retirement.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCKINNELL HENRY A **7 WORLD TRADE CENTER**	**X**			

250 GREENWICH STREET NEW YORK, NY 10007				

Signatures

John J. Goggins, by power of attorney for Henry A. McKinnell **12/14/2011**

** Signature of Reporting Person — Date

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

***** 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).

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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