

MCDANIEL RAYMOND W  
 Form 4  
 April 09, 2018

**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 \*  
 MCDANIEL RAYMOND W

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 7 WORLD TRADE CENTER, 250 GREENWICH STREET

3. Date of Earliest Transaction (Month/Day/Year)  
 04/06/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President and CEO

(Street)  
 NEW YORK, NY 10007

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	04/06/2018		M <sup>(1)</sup>		45,215	A \$ 25.37	149,011 D
Common Stock	04/06/2018		S <sup>(1)</sup>		11,825	D \$ 158.07 <sup>(2)</sup>	137,186 D
Common Stock	04/06/2018		S <sup>(1)</sup>		4,510	D \$ 158.962 <sup>(3)</sup>	132,676 D
Common Stock	04/06/2018		S <sup>(1)</sup>		18,684	D \$ 160.244 <sup>(4)</sup>	113,992 D
	04/06/2018		S <sup>(1)</sup>		10,196	D	103,796 D

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Common Stock	\$ 161.069 <u>(5)</u>		
Common Stock	163,009	I	Trust
Common Stock	1,584 <u>(6)</u>	I	401-K
Common Stock	2,000	I	Spouse

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 Options (right to buy)	\$ 25.37	04/06/2018		M <sup>(1)</sup>	45,215	02/10/2010 <sup>(7)</sup>	02/10/2019	Common Stock	45,215

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCDANIEL RAYMOND W 7 WORLD TRADE CENTER 250 GREENWICH STREET NEW YORK, NY 10007	X		President and CEO	

## Signatures

John J. Goggins, by power of attorney for Raymond W.  
McDaniel

04/09/2018

\_\_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) Exercise and sale of shares pursuant to Rule 10b5-1 Plan.

The price reported in Column 4 is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from

(2) \$157.52 to \$158.52. 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.

The price reported in Column 4 is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from

(3) \$158.53 to \$159.40. 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.

The price reported in Column 4 is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from

(4) \$159.66 to \$160.65. 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.

The price reported in Column 4 is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from

(5) \$160.66 to \$161.54. 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) As of the last statement dated March 31, 2018.

(7) One fourth of the options vested 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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