MOODYS CORP /DE/ Form 4 April 02, 2015

# FORM 4

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

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

2. Issuer Name and Ticker or Trading

MOODYS CORP /DE/ [MCO]

3. Date of Earliest Transaction

(Month/Day/Year)

04/01/2015

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \* **WULFF JOHN K** 

(First) (Middle)

7 WORLD TRADE CENTER, 250 **GREENWICH STREET** 

(Street)

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

Symbol

NEW YORK, NY 10007

**OMB** 3235-0287

**OMB APPROVAL** 

Number:

January 31,

2005

Expires: Estimated average

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response... 0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X\_ Director 10% Owner Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. Code

TransactionAcquired (A) or (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

4. Securities

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s)

(Instr. 3 and 4)

6. Ownership Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

7. Nature of Indirect Ownership

(Instr. 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security Conversion (Instr. 3) or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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	Price of Derivative Security		(Month/Day/Year)	(Instr.	ŕ	Acquired or Dispose (D) (Instr. 3, 4 and 5)	sed of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Phantom Stock Units (Deferred Compensation)	<u>(2)</u>	04/01/2015		A		263.33		(3)	(3)	Common Stock	263.33

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
r g	Director	10% Owner	Officer	Other				
WULFF JOHN K 7 WORLD TRADE CENTER 250 GREENWICH STREET NEW YORK, NY 10007	X							

### **Signatures**

John J.Goggins by power of attorney for John K.
Wulff
04/02/2015

\*\*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) Phantom Stock Units arising out of the Reporting Person's election to defer receipt of retainer fees.
- (2) The security converts to common stock on a one-for-one basis.
- (3) These units are to be settled in cash after the Reporting Person's retirement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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