

MOODYS CORP /DE/

Form 4

August 09, 2016

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fauber Robert

(Last) (First) (Middle)

7 WORLD TRADE CENTER, 250
GREENWICH ST.

(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)

08/08/2016

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)

President-MIS

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	08/08/2016		<u>M</u> ⁽¹⁾		8,856	A	\$ 38.61	49,527	D
Common Stock	08/08/2016		<u>S</u> ⁽¹⁾		8,856	D	\$ 104.76	40,671	D
Common Stock	08/08/2016		<u>M</u> ⁽¹⁾		1,345	A	\$ 38.61	42,016	D
Common Stock	08/08/2016		<u>S</u> ⁽¹⁾		1,345	D	\$ 105	40,671	D
Common Stock	08/08/2016		<u>M</u> ⁽¹⁾		1,345	A	\$ 30.01	42,016	D

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Common Stock	08/08/2016	<u>S</u> (1)	1,345	D	\$ 104.76	40,671	D
Common Stock	08/08/2016	<u>M</u> (1)	625	A	\$ 72.715	41,296	D
Common Stock	08/08/2016	<u>S</u> (1)	625	D	\$ 104.487	40,671	D
Common Stock	08/08/2016	<u>M</u> (1)	5,000	A	\$ 72.715	45,671	D
Common Stock	08/08/2016	<u>S</u> (1)	5,000	D	\$ 104.76	40,671	D
Common Stock	08/08/2016	<u>M</u> (1)	625	A	\$ 72.715	41,296	D
Common Stock	08/08/2016	<u>S</u> (1)	625	D	\$ 105	40,671	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)	\$ 38.61	08/08/2016		<u>M</u> (2)	10,201	02/13/2013(3) 02/13/2022	Common Stock 10,201
Employee Stock Option (right to buy)	\$ 30.01	08/08/2016		<u>M</u> (2)	1,345	02/08/2012(3) 02/08/2021	Common Stock 1,345
	\$ 72.715	08/08/2016		<u>M</u> (2)	6,250	02/12/2008(3) 02/12/2017	6,250

Employee
Stock
Option
(right to
buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fauber Robert 7 WORLD TRADE CENTER, 250 GREENWICH ST. NEW YORK, NY 10007			President-MIS	

Signatures

Elizabeth McCarroll, by power of attorney for Robert
Fauber

08/09/2016

__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) Sale of shares pursuant to a Rule 10b5-1 Plan
- (2) Exercise and sale of shares pursuant to Rule 10b5-1 Plan.
- (3) 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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