

MCDANIEL RAYMOND W
 Form 4
 March 05, 2019

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

(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)
 03/01/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
				(A) or (D)	Price		
Common Stock	03/01/2019		A	54,772 (1)	\$ 0	D	
Common Stock	03/01/2019		F	32,102 (2)	\$ 175.32	D	
Common Stock	03/04/2019		M(3)	44,146	\$ 26.78	D	
Common Stock	03/04/2019		S(3)	2,316	\$ 173.297 (4)	D	
Common Stock	03/04/2019		S(3)	14,275	\$ 174.702	D	

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					⁽⁵⁾				
Common Stock	03/04/2019		<u>S⁽³⁾</u>	20,305	D	\$ 175.348	192,853	D	
						⁽⁶⁾			
Common Stock	03/04/2019		<u>S⁽³⁾</u>	6,650	D	\$ 176.342	186,203	D	
						⁽⁷⁾			
Common Stock	03/04/2019		<u>S⁽³⁾</u>	600	D	\$ 177	185,603	D	
Common Stock							69,837	I	Trust 1
Common Stock							23,080	I	Trust 2
Common Stock							1,603 ⁽⁸⁾	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)	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 26.78	03/04/2019		<u>M⁽³⁾</u>	44,146	02/09/2011 ⁽⁹⁾ 02/09/2020	Common Stock	44,146

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

03/05/2019

__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) Receipt of shares acquired upon settlement of 2016-2018 Performance Shares.

(2) Disposition of shares to satisfy tax withholding obligation.

(3) 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
(4) \$172.93 to \$173.50. 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) \$173.93 to \$174.92. 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
(6) \$174.94 to \$175.90. 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
(7) \$175.98 to \$176.94. 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.

(8) As of the last statement dated December 31, 2018.

(9) One fourth of the 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.

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.