

MOODYS CORP /DE/
Form 4
August 09, 2016

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 *
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
 Officer (give title below) _____ Other (specify below)
President-MIS

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

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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 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
<small>**Signature of Reporting Person</small>	<small>Date</small>

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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