

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 or
Section 30(h) of the Investment Company Act of 1940

| | | | | | | | | |
|--|--|--|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Issuer Name and Ticker or Trading Symbol | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| Worrall Blair | | | MOODYS CORP /DE/ [MCO] | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP-Ratings Delivery and Data | | |
| (Last) (First) (Middle) | | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | |
| 7 WORLD TRADE CENTER, AT 250 GREENWICH STREET | | | 5/19/2017 | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| NEW YORK, NY 10007 | | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| (City) (State) (Zip) | | | | | | | | |

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

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | 5/19/2017 | | M | | 5809 | A | \$38.61 | 19359 | D | |
| Common Stock | 5/19/2017 | | S | | 5809 | D | \$114.739 (1) | 13550 | D | |
| Common Stock | 5/19/2017 | | M | | 5575 | A | \$46.43 | 19125 | D | |
| Common Stock | 5/19/2017 | | S | | 5575 | D | \$114.775 (2) | 13550 | D | |
| Common Stock | | | | | | | | 27 (3) | I | 401-K |

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|-------------------|---|---------------------------------|---|---|-----|--|--------------------|--|----------------------------------|---|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Employee Stock Options (right to buy) | \$38.61 | 5/19/2017 | | M | | 5809 | | 2/13/2013 (4) | 2/13/2022 | Common Stock | 5809 | \$0.00 | 0 | D | |
| Employee Stock Options (right to buy) | \$46.43 | 5/19/2017 | | M | | 5575 | | 2/13/2014 (4) | 2/13/2023 | Common Stock | 5575 | \$0.00 | 0 | D | |

Explanation of Responses:

- The price reported in Column 4 is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$114.67 to \$114.81. 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 \$114.67 to \$114.99. 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.
- As of last statement dated March 31, 2017.
- One fourth of options vest each year beginning with the date indicated.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Worrall Blair 7 WORLD TRADE CENTER AT 250 GREENWICH STREET NEW YORK, NY 10007 | | | SVP-Ratings Delivery and Data | |

Signatures

Elizabeth McCarroll, by power of attorney for Blair Worrall

—Signature of Reporting Person

5/22/2017

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.