

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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### 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<br>(Check all applicable)      |  |
| <b>FORLENZA VINCENT A</b>                             |  | <b>MOODYS CORP /DE/ [ MCO ]</b>                   |  | <input checked="" type="checkbox"/> Director _____ 10% Owner                    |  |
| (Last) (First) (Middle)                               |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  | <input type="checkbox"/> Officer (give title below) _____ Other (specify below) |  |
| <b>7 WORLD TRADE CENTER, 250<br/>GREENWICH STREET</b> |  | <b>12/14/2020</b>                                 |  |   |  |
| (Street)  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  | 6. Individual or Joint/Group Filing (Check Applicable Line)                     |  |
| <b>NEW YORK, NY 10007</b>                             |  |   |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person          |  |
| (City) (State) (Zip)                                  |  |   |  | <input type="checkbox"/> Form filed by More than One Reporting Person           |  |

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

| 1. Title of Security<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) |            | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 7. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 4) |
|------------------------------------|----------------|-----------------------------------|------------------------------|---|---|------------|---|---|---|
|                                    |                |                                   | Code                         | V | Amount  | (A) or (D) |   |   |   |
| Common Stock                       | 12/14/2020     |                                   | A                            |   | 4.434 (1)   | A          | \$277.55  | 4344.356  | D   |

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

| 1. Title of Derivate Security<br>(Instr. 3)     | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code<br>(Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date |                 | 7. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 3 and 4) |                            | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|---|--|----------------|-----------------------------------|------------------------------|---|---|-----|---|-----------------|--|----------------------------|---|---|--|---|
|   |  |                |                                   | Code                         | V | (A)   | (D) | Date Exercisable                        | Expiration Date | Title  | Amount or Number of Shares |   |   |  |   |
| Phantom Stock Units (Deferred Compensation) (2) | (3)  | 12/14/2020     |                                   | A                            |   | 0.93  |     | (4)                                     | (4)             | Common Stock   | 0.93                       | \$274.62                                      | 470.14  | D  |   |
| Dividend Equivalent                             | (5)  | 12/14/2020     |                                   | A                            |   | 1.305   |     | (5)                                     | (5)             | Common Stock   | 1.305                      | \$0.00  | 5.907   | D  |   |

#### Explanation of Responses:

- RSU deferred dividend reinvestment accrual.
- Phantom Stock Units arising out of the Reporting Person's election to defer receipt of retainer fees.
- The security converts to common stock on a one-for-one basis.
- These units are to be settled in cash after the Reporting Person's retirement.
- Dividend Equivalents accrued on exempt grant of unvested RSUs, which will vest and settle with the underlying award.

#### Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| <b>FORLENZA VINCENT A<br/>7 WORLD TRADE CENTER<br/>250 GREENWICH STREET<br/>NEW YORK, NY 10007</b> | X             |           |         |       |

#### Signatures

Elizabeth McCarroll, by power of attorney for Vincent A. Forlenza

12/16/2020

\*\*Signature of Reporting Person

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.

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