

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 * Worrall Blair (Last) (First) (Middle) 7 WORLD TRADE CENTER, AT 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 (MM/DD/YYYY) 8/11/2016 4. If Amendment, Date Original Filed (MM/DD/YYYY)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___ 10% Owner ___ <input checked="" type="checkbox"/> ___ Officer (give title below) ___ Other (specify below) SVP-Ratings Delivery and Data 6. Individual or Joint/Group Filing (Check Applicable Line) ___ <input checked="" type="checkbox"/> Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
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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	8/11/2016		M		2230	A	\$38.07	13062	D	
Common Stock	8/11/2016		S		2230	D	\$105.00	10832	D	
Common Stock	8/12/2016		M		6454	A	\$26.78	17286	D	
Common Stock	8/12/2016		S		6454	D	\$102.991 (1)	10832	D	
Common Stock	8/12/2016		M		2370	A	\$38.07	13202	D	
Common Stock	8/12/2016		S		2370	D	\$102.982 (2)	10832	D	
Common Stock								624 (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)	\$38.07	8/11/2016		M		2230		2/12/2009 (4)	2/12/2018	Common Stock	2230	\$0.00	0	D	
Employee Stock Options (right to buy)	\$26.78	8/12/2016		M		6454		2/9/2011 (4)	2/9/2020	Common Stock	6454	\$0.00	0	D	
Employee Stock Options (right to buy)	\$38.07	8/12/2016		M		2370		2/12/2009 (4)	2/12/2018	Common Stock	2370	\$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 \$102.99 to \$103.00.
- 1) 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 \$102.98 to \$102.99.
- 2) 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 June 30, 2016.
- 3)
- (One fourth of options vest each year beginning with the date indicated.
- 4)

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

8/15/2016

**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.

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.