

Cantor Richard
Form 3
January 15, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Cantor Richard
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
01/06/2009

3. Issuer Name and Ticker or Trading Symbol
MOODYS CORP /DE/ [MCO]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
Chief Risk Officer

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

7 WORLD TRADE CENTER,Â 250 GREENWICH STREET

(Street)

NEW YORK,Â NYÂ 10007

(City) (State) (Zip)

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 Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock

9,832

D Â

Common Stock

0.3104 ⁽¹⁾

I 401-K

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Employee Stock Options (right to buy)	02/07/2003 ⁽²⁾	02/07/2012	Common Stock	9,000	\$ 19.9875	D	Â
Employee Stock Options (right to buy)	02/07/2004 ⁽²⁾	02/07/2013	Common Stock	28,000	\$ 21.2675	D	Â
Employee Stock Options (right to buy)	02/09/2005 ⁽²⁾	02/09/2014	Common Stock	18,750	\$ 32.4075	D	Â
Employee Stock Options (right to buy)	02/22/2006 ⁽²⁾	02/22/2015	Common Stock	16,080	\$ 41.6875	D	Â
Employee Stock Options (right to buy)	02/08/2007 ⁽²⁾	02/08/2016	Common Stock	9,000	\$ 63.09	D	Â
Employee Stock Options (right to buy)	02/12/2008 ⁽²⁾	02/12/2017	Common Stock	8,500	\$ 72.715	D	Â
Employee Stock Options (right to buy)	02/12/2009 ⁽²⁾	02/12/2018	Common Stock	5,800	\$ 38.07	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cantor Richard 7 WORLD TRADE CENTER 250 GREENWICH STREET NEW YORK, NY 10007	Â	Â	Â Chief Risk Officer	Â

Signatures

Elizabeth McCarroll, by power of attorney for Richard Cantor. 01/15/2009

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) As of last statement dated December 31, 2008.

(2) 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.

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