ANDERSON BASIL

Form 4

September 14, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * ANDERSON BASIL

2. Issuer Name and Ticker or Trading Symbol

MOODYS CORP /DE/ [MCO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 09/10/2009

X_ Director 10% Owner Officer (give title Other (specify

7 WORLD TRADE CENTER, 250 **GREENWICH STREET**

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

below)

NEW YORK, NY 10007

(City) (State) (Zip)

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

Price

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

4. Securities Acquired 3. Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported

(A) or Code V Amount (D)

Transaction(s) (Instr. 3 and 4)

Common 09/14/2009 Stock

24.93

15,557

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)

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1. Title of	2.	3. Transaction Date		4.	5. Number of	6. Date Exerc		7. Title and A	
Derivative Security (Instr. 3)	Conversion or Exercise	(Month/Day/Year)	Execution Date, if any	Code	orDerivative Securities	Expiration D (Month/Day/		Underlying S (Instr. 3 and	
(msu. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Monay Buy)	remy	(msu. 3 und	,,
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Phantom Stock Units (Deferred Compensation)	(3)	09/10/2009		A	39.5954	<u>(4)</u>	<u>(4)</u>	Common Stock	39.59

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
ANDERSON BASIL 7 WORLD TRADE CENTER 250 GREENWICH STREET NEW YORK, NY 10007	X					

Signatures

(2)

John J. Goggins, by power of attorney for Basil L.

Anderson

09/14/2009

**Signature of Reporting Person Date

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) Restricted Stock deferred dividend reinvestment accrual.
- (2) Phantom Stock Units arising out of the Reporting Person's election to defer receipt of retainer fees.
- (3) The security converts to common stock on a one-for-one basis.
- (4) These units are to be settled in cash after the Reporting Person's retirement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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