

MOODYS CORP /DE/  
Form 5  
February 14, 2013

# FORM 5

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN 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

1. Name and Address of Reporting Person \*  
MCKINNELL HENRY A

(Last) (First) (Middle)

7 WORLD TRADE CENTER, 250 GREENWICH STREET

(Street)

NEW YORK, NY 10007

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common Stock	03/10/2010		P <sup>(1)</sup>	126 A	\$ 28.034	105,406 D	
Common Stock	06/10/2010		P <sup>(1)</sup>	186 A	\$ 19.025	105,591 D	
Common Stock	09/10/2010		P <sup>(1)</sup>	146 A	\$ 24.336	105,737 D	
Common Stock	12/10/2010		P <sup>(1)</sup>	131 A	\$ 27.187	105,868 D	

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Common Stock	03/10/2011	Â	P <sup>(1)</sup>	122	A	\$ 32.045	105,991	D	Â
Common Stock	06/10/2011	Â	P <sup>(1)</sup>	188	A	\$ 41.567	106,179	D	Â
Common Stock	09/12/2011	Â	P <sup>(1)</sup>	275	A	\$ 28.484	106,454	D	Â
Common Stock	12/12/2011	Â	P <sup>(1)</sup>	225	A	\$ 34.961	106,680	D	Â
Common Stock	03/12/2012	Â	L <sup>(1)</sup>	232	A	\$ 38.916	106,912	D	Â
Common Stock	06/11/2012	Â	P <sup>(1)</sup>	310	A	\$ 36.69	107,222	D	Â
Common Stock	09/10/2012	Â	P <sup>(1)</sup>	274	A	\$ 41.771	107,496	D	Â
Common Stock	12/10/2012	Â	P <sup>(1)</sup>	233	A	\$ 49.309	107,729	D	Â

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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E I F (I
					(A) (D)	Date Exercisable (A) Expiration Date (D)	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCKINNELL HENRY A 7 WORLD TRADE CENTER 250 GREENWICH STREET	Â X	Â	Â	Â

NEW YORK, NY 10007

## Signatures

John J. Goggins, by power of attorney for Henry A.  
McKinnell, Jr.

12/14/2013

\_\_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) Automatic reinvestment of dividends under broker-operated program.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.