DUN & BRADSTREET CORP/NW

Form 4

February 13, 2006

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

OMB Number:

3235-0287

0.5

Check this box if no longer

January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per

Form 5 obligations may continue.

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

response...

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FERNANDEZ JAMES N

(First)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

DUN & BRADSTREET CORP/NW

(Check all applicable)

[DNB]

(Last)

103 JFK PARKWAY

(Middle)

3. Date of Earliest Transaction

X_ Director 10% Owner

(Month/Day/Year)

Officer (give title Other (specify below)

02/09/2006

(Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Instr. 8)

Applicable Line) _X_ Form filed by One Reporting Person

(I)

Form filed by More than One Reporting

Person

Issuer

SHORT HILLS, NJ 07078

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

Following Reported

(Instr. 4) (Instr. 4)

(9-02)

(A) or

(Instr. 3, 4 and 5)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise 3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. Number Transaction Derivative Code Securities

6. Date Exercisable and **Expiration Date**

(Month/Day/Year)

7. Title and Amour Underlying Securit (Instr. 3 and 4)

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired Derivative (A) or Disposed of Security (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Exercisable Date

Non-Qualified

Stock Option - \$ 71.275 02/09/2006 A 2,330 02/09/2007 02/09/2016 Common Stock

Amo

2,3

or Num of Share

Reporting Owners

Reporting Owner Name / Address

_____ Relationships

Director 10% Owner Officer Other

FERNANDEZ JAMES N

103 JFK PARKWAY X

SHORT HILLS, NJ 07078

Signatures

/s/ Marjorie Pierre-Merritt for James N.
Fernandez

02/13/2006

**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).

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.

Reporting Owners 2