#### Edgar Filing: DUN & BRADSTREET CORP/NW - Form 4

**DUN & BRADSTREET CORP/NW** Form 4 September 19, 2007 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 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 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading QUINLAN MICHAEL R Issuer Symbol **DUN & BRADSTREET CORP/NW** (Check all applicable) [DNB] (Last) (First) (Middle) 3. Date of Earliest Transaction X Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) below) **103 JFK PARKWAY** 06/29/2007 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting SHORT HILLS, NJ 07078 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 7. Nature of 1.Title of 3. 4. Securities Acquired (A) 5. Amount of 6. Execution Date, if Security (Month/Day/Year) Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial any Direct (D) (Month/Day/Year) (Instr. 8) Owned Ownership Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Common 31.0544 \$ 09/17/2007 12,940.852 D Α A (1) Stock 98.145

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	tive Expiration Date (Month/Day/Year) Disposed of		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Am Nui Sha
Phantom Stock Units - Retirement./	(2)	06/29/2007		А	5,226.3986 ( <u>3)</u>	(4)	(4)	Common Stock	5,2
Phantom Stock Units - Retirement	<u>(2)</u>	09/17/2007		А	18.6768	(4)	(4)	Common Stock	1
Phantom Stock Units - Deferred Performance Shares	(2)	09/17/2007		А	4.5975	(5)	(5)	Common Stock	
Phantom Stock Units - Deferred Compensation (6)	<u>(7)</u>	09/17/2007		А	11.768	<u>(8)</u>	<u>(4)</u>	Common Stock	

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# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
QUINLAN MICHAEL R 103 JFK PARKWAY SHORT HILLS, NJ 07078	Х						
Signatures							
/s/ Christine Cappuccia for Mic	09/19/20	007					

Quinlan

\*\*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) Acquired pursuant to a dividend reinvestment feature of the issuer's non-employee directors' stock incentive plan in connection with restricted stock units held by the reporting person.
- (2) Each phantom stock unit represents the right to receive one share of the issuer's common stock.
- (3) Exempt acquisition of phantom stock units resulting from the conversion of phantom stock units based on the common stock of Moody's Corporation. The conversion was effected pursuant to arrangements adopted in connection with the separation of the issuer from Moody's

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Corporation in 2000.

- (4) These phantom stock units are payable in cash after the reporting person ceases to be a member of the issuer's board of directors.
- (5) These phantom stock units are payable in shares after the reporting person ceases to be a member of the issuer's board of directors.
- (6) Phantom stock is reported in units vs. shares in the D&B Common Stock Fund of the issuer's non-employee directors' deferred compensation plan (the "Plan").
- Each phantom stock unit entitles the reporting person to a cash payment based on the value on the payout date of the issuer's common(7) stock corresponding to such units. Based on the \$98.05 closing price of the issuer's common stock on the transaction date, each unit corresponds to approximately 2.68 shares.
- (8) The reporting person may transfer these phantom stock units to alternative investment funds in the Plan.

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.