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

DUN & BRADSTREET CORP/NW

Form 4 June 18, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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(b).

(Print or Type Responses)

1 Name and Address of Departing Da

			2. Issuer Name and Ticker or Trading Symbol DUN & BRADSTREET CORP/NW [DNB]				5	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 103 JFK PA		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/16/2008				_X_ Director Officer (give t below)		Owner r (specify		
SHORT HI	(Street) LLS, NJ 07078			ndment, Da nth/Day/Year	Č	ıl		6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by M Person	ne Reporting Per	rson	
(City)	(State)	(Zip)	Tabl	e I - Non-D	Derivative	Secui	rities Acqu	iired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactic Code (Instr. 8)	(Instr. 3, Amount	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	06/16/2008			A	12.5 (1)	A	\$ 90.735	5,814.7	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 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)	Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units - Deferred Compensation	(3)	06/16/2008		A	14.495 (2)	<u>(4)</u>	<u>(5)</u>	Common Stock	14.495 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 6	Director	10% Owner	Officer	Other		
FERNANDEZ JAMES N 103 JFK PARKWAY SHORT HILLS, NJ 07078	X					

Signatures

/s/ Annemarie Ettinger for James N. Fernandez 06/18/2008

**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) 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 (3) stock corresponding to such units. Based on the \$91.58 closing price of the issuer's common stock on the transaction date, each unit corresponds to approximately 2.68 shares.
- (4) The reporting person may transfer these phantom stock units to alternative investment funds in the Plan.
- (5) These phantom stock units are payable in cash after the reporting person ceases to be a member of the issuer's board of directors.

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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