Edgar Filing: PETERSON SANDRA E - Form 4

PETERSON	SANDRA E											
Form 4												
June 17, 200	19											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB AF	OMB APPROVAL		
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMMISSION	OMB Number:	3235-0287		
	Check this box						Expires:	January 31,				
subject to	if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP					NERSHIP OF	Estimated a	2005 verage				
Section 1	16.	SECURITIES						burden hours per				
Form 4 c Form 5		Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,							response	0.5		
obligatio	n c 1						U					
may cont	tinue. Section 17			vestment	•	-	•	1935 or Section	1			
See Instr 1(b).	uction	50(II)	of the fil	ivestinent	Compa	IY AC		0				
1(0).												
(Print or Type I	Responses)											
PETERSON SANDRA E Symbol				r Name and Ticker or Trading			ng	5. Relationship of Reporting Person(s) to Issuer				
				N & BRADSTREET CORP/NW				Issuel				
			(Check all applicable)									
<u> </u>			[DNB]									
(Last)	(First)	(Middle)		f Earliest Ti	ransaction			X_ Director Officer (give t		Owner r (specify		
103 JFK PARKWAY 06/15/2			1/Day/Year) /2009				below) below)					
(Street) 4. If Ame												
			nendment, Date Original Ionth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)					
			1 neu(ino	itti/Day/Tea	()			_X_ Form filed by O	ne Reporting Per	son		
SHORT HI	LLS, NJ 07078							Form filed by M Person	ore than One Rep	porting		
(City)	(State)	(Zip)										
(City)	(State)	(Zip)	Tabl	le I - Non-I	Derivative	Secui	rities Acqu	uired, Disposed of,	or Beneficial	y Owned		
1.Title of	2. Transaction Dat	1					5. Amount of	6.	7. Nature of			
Security (Instr. 3)	(Month/Day/Year)	Execution any	n Date, 11	Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)				Securities Beneficially	Ownership Form: Direct	Indirect Beneficial		
(•	Day/Year)	(Instr. 8)	(-)	Owned	(D) or	Ownership		
								Following	Indirect (I)	(Instr. 4)		
						(A)		Reported Transaction(s)	(Instr. 4)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common					19.75		\$					
Stock	06/15/2009			А	<u>(1)</u>	А	\$2.455	9,508.93	D			

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

Persons who respond to the collection of 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)

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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)	4. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units - Deferred Compensation	<u>(3)</u>	06/15/2009		A	22.825 (2)	<u>(4)</u>	(5)	Common Stock	22.825 (2)

Reporting Owners

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
PETERSON SANDRA E 103 JFK PARKWAY SHORT HILLS, NJ 07078	Х			
Signatures				
/s/ Christine Cappuccia for San Peterson	dra E.	(06/17/20	09
**Signature of Reporting Perso	n		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 \$81.93 closing price of the issuer's common stock on the transaction date, each unit corresponds to approximately 2.67 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.