WINKLER MICHAEL J

Form 4 June 18, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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subject to

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

See Instruction

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * WINKLER MICHAEL J | | | Symbol | er Name and Ticker or Trading | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|---|--------------------------------------|------------------------|---|---|--|--|--|--|
| | (Last) 103 JFK PA | , , | , -, -, -, -, | of Earliest Transaction Day/Year) 2010 | X Director 10% Owner Officer (give title below) Other (specify below) | | | |
| | SHORT HII | (Street) LLS, NJ 07078 | | endment, Date Original onth/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| | (City) | (State) (Z | Zip) Tab | ole I - Non-Derivative Securities Ac | quired, Disposed of, or Beneficially Owned | | | |
| | 1.Title of Security (Instr. 3) | | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price | 5. Amount of Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Transaction(s) (Instr. 3 and 4) | | | |
| | Common Stock | 06/16/2010 | | A $\frac{33.63}{(1)}$ A $\frac{\$}{73.19}$ | 7,067.56 D | | | |

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 (9-02)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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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 | (3) | 06/16/2010 | | A | 40.002 | <u>(4)</u> | <u>(5)</u> | Common Stock | 40.002 (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|---|---------------|-----------|---------|-------|--|
| · · · · · · · · · · · · · · · · · · · | Director | 10% Owner | Officer | Other | |
| WINKLER MICHAEL J 103 JFK PARKWAY SHORT HILLS, NJ 07078 | X | | | | |

Signatures

/s/ Christine Cappuccia for Michael J.
Winkler

06/18/2010

**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 \$73.45 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.

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