#### **CONTI EMANUELE A**

Form 4

February 03, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average

burden hours per

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

**CONTI EMANUELE A** 

1. Name and Address of Reporting Person \*

			DUN & BRADSTREET CORP/NW [DNB]				P/NW	(Check all applicable)				
(Last) (First) (		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/15/2010					Director 10% Owner _X Officer (give title Other (specify below) Chief Administrative Officer				
		4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check					
SHORT HI	LLS, NJ 07078		Filed(Month/Day/Year)				_	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	3. Transacti Code (Instr. 8)	4. Securitie order Disposed (Instr. 3, 4)	d of (E	))	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	09/15/2010			A	11.8849 (1)	A	\$ 68.655	13,184.1727	D			
Common Stock	02/01/2011			F	256 (2)	D	\$ 86.03	12,928.1727	D			
Common Stock								12,970.8543 (3)	D			
Common Stock								479.704 <u>(4)</u>	I	Held in 401(k)		

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

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SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumbe		Expiration Date		Amount of		Derivative	D
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Se
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	В
	Derivative				Securities			(Instr	. 3 and 4)		O
	Security				Acquired						Fo
	•				(A) or						R
					Disposed						Tı
					of (D)						(I
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date		Title Number			
						Exercisable					
				G 1 17	(A) (B)				of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

**CONTI EMANUELE A** Chief 103 JFK PARKWAY

Administrative SHORT HILLS, NJ 07078 Officer

### **Signatures**

/s/ Christine Cappuccia for Emanuele A. 02/03/2011 Conti

> \*\*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).
- Acquired pursuant to a dividend reinvestment feature of the issuer's stock incentive plan in connection with restricted stock units held by **(1)** the reporting person.
- The reporting person made an irrevocable election in November 2010 to satisfy tax withholding obligations relating to the vesting of **(2)** shares of Common Stock previously awarded, through the deduction of shares from the vested amount.
- 42.6816 shares of the issuer's common stock that the reporting person held on the September 13, 2010 date he became a Section 16 officer of the issuer, and that were inadvertently omitted from his Form 3 filed September 23, 2010.
- (4) Held in the issuer's 401(k) plan as of 1/31/11.

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

9. Nu Deriv Secu

Bene Own Follo Repo Trans Insti