

BROWN CURTIS
Form 4
March 05, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BROWN CURTIS

2. Issuer Name and Ticker or Trading Symbol
DUN & BRADSTREET CORP/NW [DNB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

103 JFK PARKWAY

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Content & Tech Officer

SHORT HILLS, NJ 07078

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
				(A) or (D)	Price		
Common Stock	03/01/2018		M	A	1,394 (1) \$ 0	7,639	D
Common Stock	03/01/2018		M	A	2,951 (2) \$ 0	10,590	D
Common Stock	03/01/2018		F	D	1,458 (3) \$ 125.49	9,132	D

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

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Represents the vesting and payout of the second tranche (1/3) of the leveraged restricted stock units (7,078) granted on March 1, 2016 at

(2) 125.1% of target based on the issuer's stock performance during the performance period from 1/1/2016 - 12/31/2017 and includes 592 additional shares above the target number of shares originally reported.

(3) To satisfy tax withholding obligations relating to the vesting of shares of Common Stock previously awarded, shares were withheld from the vested amount.

Each performance share represents a contingent right for the reporting person to receive, on each of the first, second and third anniversaries of the date of the grant, a distribution of common stock equal to 0% to 200% of 1/3 of the reported target performance shares based on the issuer's stock price performance during the designated performance periods, as follows: the first distribution is tied to the issuer's one-year stock price performance (1/1/2018 to 12/31/2018); the second distribution is tied to the issuer's two-year stock price performance (1/1/2018 to 12/31/2019); and the third distribution is tied to the issuer's three-year stock price performance (1/1/2018 to 12/31/2020).

(4)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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