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

#### **DUN & BRADSTREET CORP/NW**

Form 4

March 22, 2010

# FORM 4

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

OMB Number:

3235-0287

0.5

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

**OMB APPROVAL** 

subject to Section 16. Form 4 or Form 5

obligations

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

response...

burden hours per

may continue. *See* Instruction

1(b).

Common

Stock

03/18/2010

(Print or Type Responses)

Filed(Month/Day/Year)  SHORT HILLS, NJ 07078  (City)  (State)  (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own  1. Title of 2. Transaction Date Security (Month/Day/Year) (Month/Day/Year)  (Instr. 3)  (City)  (State)  (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own  3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nather Security (Month/Day/Year) (Instr. 3, 4 and 5)  Beneficially (D) or Beneficially (Month/Day/Year) (Instr. 3, 4 and 5)  (Month/Day/Year) (Instr. 8)  (Instr. 3)  (Instr. 3)  2. Applicable Line)  2. Form filed by One Reporting Person  3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nather Securities Acquired 7. Nather Securities Acquired 8. Ownership 7. Nather Securities Acquired 8. Ownership 7. Nather Securities Acquired 9. Owners	1. Name and Address of Reporting Person * FERNANDEZ JAMES N			S	2. Issuer Name and Ticker or Trading Symbol DUN & BRADSTREET CORP/NW [DNB]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
Filed(Month/Day/Year)  SHORT HILLS, NJ 07078  Filed(Month/Day/Year)  (City)  (State)  (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own  1.Title of Security  (Month/Day/Year)  (Month/Day/Year)  (Instr. 3)  Filed(Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own  5. Amount of Securities Acquired Securities Acquired Securities Acquired Securities Acquired Securities Acquired Securities Acquired Securities Form: Direct Indirect (Instr. 3)  (Instr. 3)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  (A)  (Instr. 3 and 4)		, ,	, ,	(	Month/Da	ay/Year)	ansaction			Officer (give	title Othe		
1.Title of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) (Month/Day/Year) (Instr. 8) (Month/Day/Year) (Instr. 8) (A) Reported Transaction(s) or (Instr. 3 and 4)	<b>,</b> ,				, ,					_X_ Form filed by One Reporting Person Form filed by More than One Reporting			
Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities (D) or Beneficially (Month/Day/Year) (Instr. 8) Owned Indirect (I) Owned Following (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 5) or (Instr. 3 and 4)		(City)	(State)	(Zip)	Table	I - Non-D	erivative S	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
		Security		Execution I	Date, if	Transactic Code (Instr. 8)	on(A) or Di (Instr. 3,	spose 4 and (A) or	d of (D) 5)	Securities Beneficially Owned Following Reported Transaction(s)	Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

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

A

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SEC 1474

(9-02)

9,533,98

D

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

35.77

(1)

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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	,	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units - Deferred Compensation	(3)	03/18/2010		A	34.906 (2)	<u>(4)</u>	<u>(5)</u>	Common Stock	34.906 (2)

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b>Fg</b>	Director	10% Owner	Officer	Other			
FERNANDEZ JAMES N 103 JFK PARKWAY SHORT HILLS, NJ 07078	X						

## **Signatures**

/s/ Christine Cappuccia for James N.
Fernandez

03/22/2010

\*\*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 \$73.35 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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