COUGHLIN CHRISTOPHER J

Form 4 June 17, 2011

FORM 4

OMB APPROVAL

OMB

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Number: January 31, Expires: 2005

3235-0287

if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * COUGHLIN CHRISTOPHER J		Symbol	& BRADSTREET CORP/NW	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) 103 JFK PA	` /	Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/15/2011		X Director Officer (give t below)	title 10% Owner Other (specify below)		
SHORT HI	(Street) ILLS, NJ 07078			nendment, Date Original Ionth/Day/Year)	Applicable Line) _X_ Form filed by O	_X_ Form filed by One Reporting Person Form filed by More than One Reporting		
(City)	(State)	(Zip)	Tal	ble I - Non-Derivative Securities Ac		or Beneficially	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Priv	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	06/15/2011			A $\frac{41.3673}{(1)}$ A $\frac{\$}{75.2}$	9,127.8581	D		
Common Stock					800 (2)	I	By wife	

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

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

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	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units - Deferred Compensation	<u>(4)</u>	06/15/2011		A	45.702 (3)	<u>(5)</u>	<u>(6)</u>	Common Stock	45.702 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
COUGHLIN CHRISTOPHER J 103 JFK PARKWAY SHORT HILLS, NJ 07078	X				

Signatures

/s/ Christine Cappuccia for Christopher J. 06/17/2011 Coughlin **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 non-employee directors' stock incentive plan in connection with **(1)** restricted stock units held by the reporting person.
- The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- Phantom stock is reported in units vs. shares in the D&B Common Stock Fund of the issuer's non-employee directors' deferred **(3)** 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 (4) stock corresponding to such units. Based on the \$74.92 closing price of the issuer's common stock on the transaction date, each unit corresponds to approximately 2.67 shares.
- (5) The reporting person may transfer these phantom stock units to alternative investment funds in the Plan.
- (6) 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.

Reporting Owners 2

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