**MATHEW SARA** 

Form 4

September 19, 2011

### FORM 4

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

OMB Number: 3235-0287

Estimated average

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MATHEW SARA			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) 103 JFK PAR	(First)  KWAY	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/15/2011	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman & CEO	
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person	
SHORT HILLS, NJ 07078				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 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) or 5. Amount of 6. 7. Nature Security (Month/Day/Year) Execution Date, if TransactionDisposed of (D) Securities Ownership of Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Owned Direct (D) Ownership (Instr. 8) Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common 138.7193 09/15/2011 A A \$ 65.345 93,044.6196 D Stock (1) Common 09/15/2011 25,000 \$ 36.16 M A 118,044.6196 D Stock Common 09/15/2011 S 18,986 D 65.2523 99,058.6196 D Stock (2) Common 09/16/2011 M 25,000 \$ 36.16 124,058.6196 D Α Stock Common \$ 66.14 09/16/2011 S 18,890 D 105,168.6196 D (3) Stock

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Common Stock	387.972 <u>(4)</u>	I	Held in 401(k)
Common Stock	3,540.1646 <u>(5)</u>	I	Held in ESPP

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

## 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)	4. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title I
Non-Qualified Stock Option - right to buy	\$ 36.16	09/15/2011		M	25,000	12/19/2004(6)	12/19/2011	Common Stock
Stock Option - right to buy	\$ 36.16	09/16/2011		M	25,000	12/19/2004(6)	12/19/2011	Common Stock

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
r	Director	10% Owner	Officer	Other		
MATHEW SARA 103 JFK PARKWAY SHORT HILLS, NJ 07078	X		Chairman & CEO			

## **Signatures**

/s/ Christine Cappuccia for Sara 09/19/2011 Mathew

\*\*Signature of Reporting Person Date

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#### **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 stock incentive plan in connection with restricted stock units held by the reporting person.
- Represents the weighted average sales price. Actual prices ranged from \$64.89 to \$65.58. Upon request from the Securities and Exchange (2) Commission ("SEC") or a stockholder of the issuer, the reporting person will provide information on the number of shares sold at each separate price.
- (3) Represents the weighted average sales price. Actual prices ranged from \$65.62 to \$66.56. Upon request from the SEC or a stockholder of the issuer, the reporting person will provide information on the number of shares sold at each separate price.
- (4) Held in the issuer's 401(k) plan as of 9/15/11, and includes 2.3 shares acquired under the 401(k) since the date of the reporting person's last ownership report.
- (5) Held in the issuer's employee stock purchase plan (ESPP) as of 8/31/11.
- (6) One-third of the option vested each year beginning on the date indicated.

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.