PETERSON SANDRA E

Form 4

September 19, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

5. Relationship of Reporting Person(s) to

Issuer

response...

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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)

PETERSON SANDRA E

1. Name and Address of Reporting Person *

				DUN & BRADSTREET CORP/NW [DNB]			P/NW	(Check all applicable)			
	(Last) 103 JFK P	(First) ARKWAY	(Middle)		of Earliest Transaction /Day/Year) /2012				_X_ Director 10% Owner Officer (give title Other (specify below)		
			I(Month/Day/Year) AI _X				Individual or Joint/Group Filing(Check pplicable Line) X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
	(City)	(State)	(Zip)	Tal	ble I - Non	-Derivative	Secur	ities Acquir	ed, Disposed of, o	r Beneficially	Owned
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	3. Transaction Code (Instr. 8)	4. Securitie on Disposed o (Instr. 3, 4)	f (D)		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	09/17/2012			M	4,500	A	\$ 53.3	18,929.8627	D	
	Common Stock	09/17/2012			M	2,746	A	\$ 60.535	21,675.8627	D	
	Common Stock	09/17/2012			M	2,330	A	\$ 71.275	24,005.8627	D	
	Common Stock	09/17/2012			S	9,576	D	\$ 83.5617 (1)	14,429.8627	D	
	Common Stock	09/18/2012			A	32.5156 (2)	A	\$ 83.39	14,462.3783	D	

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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 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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and 4	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option - right to buy	\$ 53.3	09/17/2012		M		4,500	02/09/2005	02/09/2014	Common Stock
Non-Qualified Stock Option - right to buy	\$ 60.535	09/17/2012		M		2,746	02/25/2006	02/25/2015	Common Stock
Non-Qualified Stock Option - right to buy	\$ 71.275	09/17/2012		M		2,330	02/09/2007	02/09/2016	Common Stock
Phantom Stock Units - Deferred Compensation	<u>(4)</u>	09/18/2012		A	46.317		<u>(5)</u>	<u>(6)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
PETERSON SANDRA E							
103 JFK PARKWAY	X						
SHORT HILLS, NJ 07078							
Signatures							

/s/ Christine Cappuccia for Sandra E. 09/19/2012 Peterson

> **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) Represents the weighted average sales price. Actual prices ranged from \$83.44 to \$83.76. 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.
- (2) 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.
- (3) 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 stock on the transaction date, each unit
- (4) stock corresponding to such units. Based on the \$83.36 closing price of the issuer's common stock on the transaction date, each unit corresponds to approximately 2.66 shares.
- (5) The reporting person may transfer these phantom stock units to alternative investment funds in the Plan beginning three years from transaction date.
- (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. 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.