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DUN & BRADSTREET CORP/NW

Form 4 March 03, 2006

FORM 4

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

OMB Number:

3235-0287 January 31,

2005

0.5

Check this box if no longer subject to

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

Expires: Estimated average

OMB APPROVAL

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

burden hours per response...

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

WINIZI ED MICHAEL I			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
DUN & [DNB]			N & BRADSTREET CORP/NW				(Check all applicable)			
(Last)		(Month/	3. Date of Earliest Transaction (Month/Day/Year)			X Director Officer (gives below)		6 Owner er (specify		
103 JFK PA	03/01/2	03/01/2006				,	ĺ			
(Street) 4. If Am			Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
GHODE IIII	Filed(Mo	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
SHORT HILLS, NJ 07078							Person			
(City)	(State) (Zip) Tal	le I - Non-E	erivative :	Securiti	ies Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Date		3.	4. Secur			5. Amount of	6. Ownership	7. Nature of	
Security	•		TransactionAcquired (A) or				Securities Form: Direct Indirect			
(Instr. 3)		any (Month/Day/Voor	Code (Instr. 8)	T		Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership		
		(Month/Day/Year) (IIISII. 8)	(======================================			Following	(Instr. 4)	(Instr. 4)	
					(4)		Reported	(1115111 1)	(2115021 1)	
					(A) or		Transaction(s)			
			Code V	Amount		Price	(Instr. 3 and 4)			
Common Stock	03/01/2006		A	410	A	\$0	1,883.3	D		

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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1. Title of	2.	3. Transaction Date					6. Date Exercisable and		7. Title and Amount of	
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day or D)	Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (I	Date Exercisable	Expiration Date	Title	Amour Number Shares	
Phantom Stock										
Units -						(2)	(4)	Common	997.8	
Deferred Compensation	<u>(2)</u>	03/01/2006		A	997.823	(3)	<u>(4)</u>	Stock	(1)	

Reporting Owners

Reporting Owner Name / Address	Relationships						
Toporting of the France, Francess	Director	10% Owner	Officer	Other			
WINKLER MICHAEL J 103 JFK PARKWAY SHORT HILLS, NJ 07078	X						

Signatures

(1)

/s/ Marjorie Pierre-Merritt for Michael J.
Winkler
03/03/2006

**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) Phantom stock is reported in units vs. shares in the D&B Common Stock Fund of The Dun & Bradstreet Corporation 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 (2) stock corresponding to such units. Based on the \$73.76 closing price of the issuer's common stock on the transaction date, each unit corresponds to approximately 2.67 shares.
- (3) The reporting person may transfer his phantom stock units to alternative investment funds in the Plan beginning three years from transaction date.
- (4) Phantom stock units are settled 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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