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

DUN & BRADSTREET CORP/NW

Form 4

September 16, 2009

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

OMB 3235-0287 Number:

Expires:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, 2005

Form 4 or Form 5 obligations **SECURITIES**

Estimated average burden hours per response... 0.5

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).

(Instr. 3)

Common

Stock

09/14/2009

(Print or Type Responses)

1. Name and Address of Reporting Person * PELSON VICTOR A		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 PA	(First)	(Middle)	3. Date of	Day/Year)	ransaction	_X_ Director Officer (give below)	titleOth	
	(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 Form filed by More than One Reporting			
SHORT HII	LLS, NJ 07078	3				Person	hore than One Ro	eporung
(City)	(State)	(Zip)	Tabl	le I - Non-	Derivative Securities Acq	quired, Disposed of	f, or Beneficial	lly Owned
1.Title of Security	2. Transaction I (Month/Day/Ye			3. Transact	4. Securities Acquired ion(A) or Disposed of (D)	5. Amount of Securities	6. Ownership Form: Direct	

(Instr. 3, 4 and 5)

Amount (D)

13.09

(1)

(A)

or

Price

74.32

Code

Code

A

(Instr. 8)

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

any

(Month/Day/Year)

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.

Beneficially

Following

Transaction(s)

(Instr. 3 and 4)

12,930.11

Reported

Owned

(D) or

D

Indirect (I)

(Instr. 4)

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

of

Beneficial

Ownership

(Instr. 4)

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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)	4. Transaction Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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	(3)	09/14/2009		A	31.766	<u>(4)</u>	(5)	Common Stock	31.766 (2)
Phantom Stock Units - Deferred Performance Shares	<u>(6)</u>	09/14/2009		A	1.2676	<u>(7)</u>	<u>(7)</u>	Common Stock	1.2676

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
PELSON VICTOR A 103 JFK PARKWAY SHORT HILLS, NJ 07078	X				

Signatures

/s/ Christine Cappuccia for Victor A.
Pelson

09/16/2009

Explanation of Responses:

**Signature of Reporting Person

- * 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).

Date

- (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 stock corresponding to such units. Based on the \$74.67 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.

Reporting Owners 2

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- (6) Each phantom stock unit represents the right to receive one share of the issuer's common stock.
- (7) These phantom stock units are payable in shares 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.