

PIETRONTONE ANTHONY JR
 Form 4
 November 08, 2010

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 PIETRONTONE ANTHONY JR

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) (First) (Middle)
 103 JFK PARKWAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/07/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 PAO & Corporate Controller

SHORT HILLS, NJ 07078

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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	12/07/2009		A	(A) or (D) 1,400 (1)	\$ 0	4,276.2659	D
Common Stock	11/04/2010		M	2,500	\$ 23.7188	6,776.2659	D
Common Stock	11/04/2010		S	2,500	\$ 76.6 (2)	4,276.2659	D
Common Stock						1,121.791 (3)	I Held in 401(k)
Common Stock						0.58 (4)	I Held in ESPP

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

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(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. Transaction Code (Instr. 8)	5. Number of Derivative Securities (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 Security (Instr. 3 and 4)
Non-Qualified Stock Option - right to buy	\$ 23.7188	11/04/2010		M	2,500	12/04/2003 ⁽⁵⁾ 12/04/2010	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PIETRONTONE ANTHONY JR 103 JFK PARKWAY SHORT HILLS, NJ 07078			PAO & Corporate Controller	

Signatures

/s/ Christine Cappuccia for Anthony Pietrontone, Jr. 11/08/2010

**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) Grant of restricted stock which vests in three installments -- 20% on 10/1/2010, 30% on 10/1/2011 and the remaining 50% on 10/1/2012.
- (2) Represents the weighted average sales price. Actual prices ranged from \$76.55 to \$76.65. 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.
- (3) Held in the issuer's 401(k) plan as of 10/31/10.
- (4) Held in the issuer's employee stock purchase plan (ESPP) as of 10/29/10.

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(5) 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.

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