

MATHEW SARA
Form 4/A
September 16, 2011

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

3. Date of Earliest Transaction (Month/Day/Year)
09/06/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

SHORT HILLS, NJ 07078

4. If Amendment, Date Original Filed (Month/Day/Year)
09/08/2011

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 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 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)
			Code	V	Amount or Price		
Common Stock	09/06/2011		M		25,000 A \$ 36.16	106,348.9003	D
Common Stock	09/06/2011		S		19,370 D \$ 61.7136 <u>(1)</u>	86,978.9003	D
Common Stock	09/07/2011		M		25,000 A \$ 36.16	111,978.9003	D
Common Stock	09/07/2011		S		19,073 D \$ 64.4805 <u>(2)</u>	92,905.9003	D
						385.672 <u>(3)</u>	I

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 \$61.532 to \$61.81. 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) Represents the weighted average sales price. Actual prices ranged from \$64.09 to \$64.684. 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.
- (4) Held in the issuer's employee stock purchase plan (ESPP).
- (5) One-third of the option vested each year beginning on the date indicated.

Remarks:

This amended Form 4 filing is necessitated due to an administrative error by reporting person's broker, Charles Schwab & Co.

The option exercises on both September 6, 2011 and September 7, 2011 and reported herein were executed pursuant to a 10b5

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.