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

DUN & BRADSTREET CORP/NW Form 4								
March 14, 2014								
		OMB APPROVAL						
Check this box	S SECURITIES AND EXCHANGE ( Washington, D.C. 20549	Number: 3235-0287						
if no longer subject to Section 16. Form 4 or	Estimated average burden hours per response 0.5							
Form 5 obligations may continue. See Instruction 1(b). 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 <u>*</u> ADAMS AUSTIN A	2. Issuer Name <b>and</b> 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	3. Date of Earliest Transaction (Month/Day/Year) 03/12/2014	X_ Director 10% Owner Officer (give title Other (specify below) below)						
(Street)	(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Fil Filed(Month/Day/Year) 4. If Amendment, Date Original 6. Individual or Joint/Group Fil Applicable Line) _X_ Form filed by One Reporting							
SHORT HILLS, NJ 07078		Form filed by More than One Reporting Person						
(City) (State) (Zip)	Table I - Non-Derivative Securities Acc	uired, Disposed of, or Beneficially Owned						
(Instr. 3) any	emed 3. 4. Securities Acquired (4 on Date, if Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8) (A) or Code V Amount (D) Price	SecuritiesOwnershipIndirectBeneficiallyForm:BeneficialOwnedDirect (D)OwnershipFollowingor Indirect(Instr. 4)Reported(I)Transaction(s)Transaction(s)(Instr. 4)						
Common 03/12/2014 Stock	A $\frac{41.7312}{(1)}$ A $\frac{\$}{98.03}$	0 8/3 0651 D						

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

Persons who respond to the collection of information contained in this form are not 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)

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. Transactio Code (Instr. 8)	5. Number prof Derivative 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 (2)	<u>(3)</u>	03/12/2014		A	9.201 (2)	<u>(4)</u>	(5)	Common Stock	9.201 (2)

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
ADAMS AUSTIN A					
103 JFK PARKWAY	Х				
SHORT HILLS, NJ 07078					
Signatures					
/s/ Maria Frucci for Austin A. Adams		03/14/201	14		
**Signature of Reporting Person		Date			

## **Explanation of Responses:**

common stock corresponds to approximately 2.67 units.

- \* 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) 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 (3) stock corresponding to such units. Based on the \$98.23 closing price of the issuer's common stock on the transaction date, one share of
- (4) The reporting person may transfer these phantom stock units to alternative investment funds in the Plan beginning three years from transaction date.
- (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.

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.