ALDEN JOHN W Form 4 December 06, 2002

SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response.....0.5

1. Name and Address of Reporting 2. Issuer Name 4. Statement for 6. Relationship of Reporting Person(s) Person' and Ticker or Trading Month/Day/Year to Issuer Alden, John W. Symbol (Check all applicable) 12/04/02 The Dun & Bradstreet X Director _ 10% Owner (Last) (First) _ Officer (give title below) Corporation _ Other (Middle) DNB (specify below) 103 JFK Parkway 5. If Amendment, Date of Original 3. I.R.S. Identification Description (Street) (Month/Day/Year) Number of Reporting Short Hills. NJ 07078 Person, if an entity 7. Individual or Joint/Group (voluntary) Filing (Check Applicable Line) (State) (City) (Zip) X 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 | 6. Owner-ship Form: Direct (D) or | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | Code | ٧ | Amount | A/D | Price | Transaction(s) (Instr. 3 and 4) | Indirect (I) (Instr. 4) | t | |
| Common Stock | 12/04/02 | | Α | | 169 | A | | 169 | D | | |

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

| | (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 of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 | 6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr.5) | 9. Numbe Derivat Securit Benefic Owned Followi Reporte Transa (Instr.4) | | | | |

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| | | | | | and 5) | | | | | | |
|---|----------|----------|------|---|--------|---|----------|----------|-----------------|--|-----|
| | | | Code | ٧ | А | D | DE | ED | Title | Amount or Number of Shares | |
| Non-qualified Stock Option (right to buy) | \$35.185 | 12/04/02 | А | | 2,473 | | 12/04/03 | 12/04/12 | Common Stock | 2,473 | 2,4 |

Explanation of Responses:

By:

/s/ by: David J. Lewinter for John W. Alden

12/5/02

** Signature of Reporting Person

Date

SEC 1474 (9-02)

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

- * 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).

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.