## HAMBURGER CYNTHIA B

Form 5

February 14, 2003

SEC Form 5

## **OMB APPROVAL** FORM 5 **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** [ ] Check this box if no Washington, D.C. 20549 longer subject to Section 16. Form 4 OMB Number: 3235-0362 or Form 5 obligations may Expires: January 31, 2005 ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP continue. Estimated average burden See Instruction 1(b). hours per response. . . . . 1.0 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section [ ] Form 3 Holdings 17(a) of the Public Utility Reported Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940 [ ] Form 4 Transactions Reported Name and Address of Reporting Person\* 2. Issuer Name 4. Statement for 6. Relationship of Reporting Person(s) to Hamburger, Cynthia B. and Ticker or Trading Symbol Month/Year (Check all applicable) The Dun & Bradstreet 12/31/2002 (First) (Last) Corporation Director \_ 10% Owner (Middle) DNB X Officer (give title below) \_ Other 103 JFK Parkway (specify below) 5. If Amendment, 3. I.R.S. Identification (Street) Date of Original **SVP & Chief** Description Number of Reporting Short Hills, NJ 07078 (Month/Year) **Technology Officer** Person, if an entity (voluntary) (City) (State) (Zip) 7. 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 2.Transaction 2A. Deemed 4. Securities Acquired 5. Amount of 6. Owner-7. Nature of (Instr. 3) Date Execution Date, if Transaction (A) or Disposed Of Securities ship Indirect (Month/Day/Year) any Code (D) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned at end Direct (D) Ownership (Instr. 3, 4, and 5) Indirect Issuer's Fiscal (Instr. 4) Year (Instr. 3 and (Instr. 4) Amount A/D Price

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of	2. Conver-	3.	3A.	4.	5. Number	6. Date	7. Title and	8. Price	9. Number of	10.
Derivative	sion or	Transaction	Deemed	Transaction	of	Exercisable(DE)	Amount of	of	Derivative	Owner-
Security	Exercise	Date	Execution	Code	Derivative	and	Underlying	Derivative	Securities	ship
(Instr. 3)	Price of	1	Date, if		Securities	Expiration	Securities	Security	Beneficially	Form of
	Deri-	(Month/	any	(Instr.8)	Acquired	Date(ED)	(Instr. 3 and	(Instr.5)	Owned	Deriv-
	vative	Ďay/	'	<u>'</u>	(A)	(Month/Day/Year)	4) `	, ,	at End of Year	ative
	Security	Year)	(Month/	<u>'</u>	or	1	l <sup>*</sup>	!	Reported	Securities
		1	Day/	<u> </u>	Disposed				Transaction(s)	Direct (D)

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			Year)		Of (D) (Instr. 3, 4 and 5)					or Indirect (I) (Instr.4)
					A or D	DE / ED	Title / Amount or Number of Shares			
Phantom Stock Units (Deferred Comp.)	1-for-1	(1)		A	104.89 (1) A	(2) / (2)	Common Stock / 104.89	(1)	234	D

## **Explanation of Responses:**

(1) Acquired on various dates between May 15, 2002 and August 15, 2002 at prices ranging from \$31.10 to \$39.64.

(2) These units are to be settled in cash after the Reporting Person's retirement.

By: Date:

/s/ by David J. Lewinter for Cynthia B. Hamburger

02/14/2003

\*\* Signature of Reporting Person

SEC 2270 (09-02)

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

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.

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).