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

#### **DUN & BRADSTREET CORP/NW**

Form 4 July 05, 2007

## FORM 4

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

OMB Number:

3235-0287

0.5

Check this box if no longer

**SECURITIES** 

January 31, Expires: 2005

**OMB APPROVAL** 

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Estimated average burden hours per response...

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

| PELSON VICTOR A Symbol |                                      |                            | ymbol  | Issuer Name <b>and</b> Ticker or Trading nbol JN & BRADSTREET CORP/NW |                             |                                      | 5. Relationship of Reporting Person(s) to Issuer |                       |  |
|------------------------|--------------------------------------|----------------------------|--|---|-----------------------------|--------------------------------------|--|-----------------------|--|
|                        |                                      |                            | DNB]   | TREET   | .OIG /1 V V                 | (Check all applicable)               |  |                       |  |
| (Last)                 | (First) (                            | ,                          | 3. Date of Earliest Transaction (Month/Day/Year) |   |                             |                                      |  | Owner<br>er (specify  |  |
| 103 JFK PARKWAY        |                                      |                            | 7/02/2007  |   |                             | below)                               | below)   | ow)                   |  |
| (Street) 4. If An      |                                      |                            | If Amendment, D                                  | f Amendment, Date Original  |                             |                                      | 6. Individual or Joint/Group Filing(Check        |                       |  |
|                        |                                      | Fi                         | iled(Month/Day/Yea                               | ır)   |                             | Applicable Line) _X_ Form filed by C | One Reporting Pe                                 | rson                  |  |
| SHORT HILLS, NJ 07078  |                                      |                            |  | Form filed by More than One Reporting  Person                         |                             |                                      | porting  |                       |  |
| (City)                 | (State)                              | (Zip)                      | Table I - Non-                                   | Derivative S  | Securities Ac               | quired, Disposed of                  | , or Beneficial                                  | ly Owned              |  |
| 1.Title of<br>Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Da |  |   | es Acquired<br>bosed of (D) | 5. Amount of Securities              | 6.<br>Ownership                                  | 7. Nature of Indirect |  |
| (Instr. 3)             | (Monui/Day/Tear)                     | any                        | Code   | (Instr. 3, 4)   |                             | Beneficially                         | Form:  | Beneficial            |  |
|                        |                                      | (Month/Day/                | (Year) (Instr. 8)                                |   |                             | Owned                                | Direct (D)<br>or Indirect                        | Ownership             |  |
|                        |                                      |                            |  |   | (4)                         | Following<br>Reported                | (I)  | (Instr. 4)            |  |
|                        |                                      |                            |  |   | (A)<br>or                   | Transaction(s) (Instr. 3 and 4)      | (Instr. 4)                                       |                       |  |
| Common                 |                                      |                            | Code V   | Amount  | (D) Price                   | (msu. 3 and 4)                       |  |                       |  |
| Common<br>Stock        | 07/02/2007                           |                            | A  | 289   | A \$ 103.63                 | 3 15,544.7842                        | D  |                       |  |

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)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)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. Number of ionDerivative 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<br>Exercisable                                      | Expiration<br>Date | Title   | Amoun<br>Numbe<br>Shares |
| Phantom Stock                                       |   |                                      |   |  |  |     |  |                    |   |                          |
| Units -<br>Deferred                                 | (2)   | 07/02/2007                           |   | A                                      | 918.787  |     | (3)  | (4)                | Common  | 918.7                    |
| Compensation  | <u>(2)</u>  | 07/02/2007                           |   | А                                      | 910.707  |     | <u> </u>   | <u>(1)</u>         | Stock   | (1)                      |

## **Reporting Owners**

| Reporting Owner Name / Address                              | Relationships |           |         |       |  |  |
|---|---------------|-----------|---------|-------|--|--|
|   | Director      | 10% Owner | Officer | Other |  |  |
| PELSON VICTOR A<br>103 JFK PARKWAY<br>SHORT HILLS, NJ 07078 | X             |           |         |       |  |  |

## **Signatures**

(1)

/s/ Annemarie Ettinger for Victor A. 07/05/2007 Pelson

> \*\*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).
- Phantom stock is reported in units vs. shares in the D&B Common Stock Fund of The Dun & Bradstreet Corporation 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 (2) stock corresponding to such units. Based on the \$104.58 closing price of the issuer's common stock on the transaction date, each unit corresponds to approximately 2.68 shares.
- The reporting person may transfer these phantom stock units to alternative investment funds in the Plan beginning three years from transaction date.
- (4) Phantom stock units are settled 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.

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