DUN & BRADSTREET CORP/NW

Form 4

February 08, 2008

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

OMB Number:

3235-0287

2005

0.5

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: Estimated average

OMB APPROVAL

subject to Section 16. Form 4 or

SECURITIES

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)

1. Name and Address of Reporting Person * PELSON VICTOR A

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

DUN & BRADSTREET CORP/NW

(Check all applicable)

[DNB]

(Last)

(First) (Middle) 3. Date of Earliest Transaction

X_ Director 10% Owner

(Month/Day/Year)

02/06/2008

Officer (give title Other (specify below)

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

Applicable Line)

Issuer

SHORT HILLS, NJ 07078

103 JFK PARKWAY

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Ownership (Instr. 4)

(A)

Following Reported Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

(Instr. 3, 4 and 5)

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)

1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and Derivative Transaction Derivative **Expiration Date** Conversion (Month/Day/Year) Execution Date, if Code (Month/Day/Year) Security or Exercise Securities any

7. Title and Amour

Underlying Securit

(Instr. 3 and 4)

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired Derivative (A) or Disposed of Security (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title

Exercisable Date

Amo

2,5

or Num of Shar

Non-Qualified

Common 2,590 02/06/2009 02/06/2018 Stock Option -\$ 88.365 02/06/2008 A Stock

right to buy

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

PELSON VICTOR A

103 JFK PARKWAY X

SHORT HILLS, NJ 07078

Signatures

/s/ Christine Cappuccia for Victor A. 02/08/2008 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).

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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