

CLIFFORD PATRICIA A
Form 4
December 02, 2009

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *
CLIFFORD PATRICIA A

2. Issuer Name and 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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & Chief HR Officer

SHORT HILLS, NJ 07078

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/30/2009		M	25,000	A	\$ 34.605	44,765	D	
Common Stock	11/30/2009		M	6,274	A	\$ 53.3	51,039	D	
Common Stock	11/30/2009		M	5,600	A	\$ 60.535	56,639	D	
Common Stock	11/30/2009		M	7,650	A	\$ 71.275	64,289	D	
Common Stock	11/30/2009		S	44,524	D	\$ 78.1 <u>(1)</u>	19,765	D	

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Common Stock 11/30/2009 S 1,321.21⁽²⁾ D \$ 78.59 0 I Held in 401(k)

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

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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. Transaction Code (Instr. 8)	5. Number of 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 Underlying Security (Instr. 3 and 4)
Non-Qualified Stock Option - right to buy	\$ 34.605	11/30/2009		M	25,000	06/19/2005 ⁽³⁾ 06/19/2012	Common Stock
Non-Qualified Stock Option - right to buy	\$ 53.3	11/30/2009		M	6,274	02/09/2005 ⁽⁴⁾ 02/09/2014	Common Stock
Non-Qualified Stock Option - right to buy	\$ 60.535	11/30/2009		M	5,600	02/25/2006 ⁽⁴⁾ 02/25/2015	Common Stock
Non-Qualified Stock Option - right to buy	\$ 71.275	11/30/2009		M	7,650	02/09/2007 ⁽⁵⁾ 02/09/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLIFFORD PATRICIA A 103 JFK PARKWAY SHORT HILLS, NJ 07078			SVP & Chief HR Officer	

Signatures

/s/ Christine Cappuccia for Patricia A.
Clifford

12/02/2009

__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).
- (1) Represents the weighted average sales price. Actual prices ranged from \$77.92 to \$78.67. Upon request from the SEC or a stockholder of the issuer, the reporting person will provide information on the number of shares sold at each separate price.
- (2) Includes 33.79 shares acquired under the issuer's 401(k) plan since the date of the reporting person's last ownership report.
- (3) One-third of the option vested each year beginning on the date indicated.
- (4) One-fourth of the option vested each year beginning on the date indicated.
- (5) One-third of the option vests each year beginning on the date indicated.

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.