

DUN & BRADSTREET CORP/NW  
 Form 4  
 October 09, 2013

**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 \*  
**CARRIGAN ROBERT P**

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)  
**10/07/2013**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President & CEO**

**SHORT HILLS, NJ 07078**

(City) (State) (Zip)

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

**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 Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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 (9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Leveraged Restricted Stock Units	(1)	10/07/2013		A		9,678		(1)	(1)	Common Stock	9,678

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARRIGAN ROBERT P 103 JFK PARKWAY SHORT HILLS, NJ 07078	X		President & CEO	

**Signatures**

/s/ Maria Frucci for Robert P. Carrigan 10/09/2013  
 \_\_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).
- Each performance restricted stock unit represents a contingent right for the reporting person to receive a distribution of common stock equal to 0% to 200% of the reported target performance shares based on the issuer's stock price performance during the designated performance periods. Based on terms of the award agreement, the first distribution is tied to the issuer's one-year stock price performance (1) (10/7/2013 - 10/6/2014); the second distribution is tied to the issuer's two-year stock price performance (10/7/2013 - 10/6/2015); and the third distribution is tied to the issuer's three-year stock price performance (10/7/2013 - 10/6/2016). The number of shares of common stock to be earned for each performance period will be determined and distributed in accordance with the terms of the award agreement and generally within 60 days after the end of the applicable performance period.
- 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.