

DUN & BRADSTREET CORP/NW
Form 4
August 13, 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 *
PIETRONTONE ANTHONY JR

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)
08/09/2013

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
PAO & Corporate Controller

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	08/09/2013		M	1,800 A \$ 88.04	8,623.1294	D	
Common Stock	08/09/2013		M	2,800 A \$ 88.365	11,423.1294	D	
Common Stock	08/09/2013		M	3,100 A \$ 79.58	14,523.1294	D	
Common Stock	08/09/2013		M	1,300 A \$ 75.45	15,823.1294	D	
Common Stock	08/09/2013		M	2,925 A \$ 70.54	18,748.1294	D	

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Common Stock	08/09/2013	M	2,050	A	\$ 80.45	20,798.1294	D	
Common Stock	08/09/2013	S	16,574	D	\$ 106.7113 <u>(1)</u>	4,224.1294	D	
Common Stock	08/09/2013	I	544.812	D	\$ 107.11	0 <u>(2)</u>	I	Held in 401(k)
Common Stock						0.5874 <u>(3)</u>	I	Held in ESPP

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 (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 Amount of Underlying Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option - right to buy	\$ 88.04	08/09/2013		M	1,800	02/08/2008 ⁽⁴⁾	02/08/2017	Common Stock			1
Non-Qualified Stock Option - right to buy	\$ 88.365	08/09/2013		M	2,800	02/06/2009 ⁽⁴⁾	02/06/2018	Common Stock			2
Non-Qualified Stock Option - right to buy	\$ 79.58	08/09/2013		M	3,100	02/04/2010 ⁽⁴⁾	02/04/2019	Common Stock			3
Non-Qualified Stock Option - right to buy	\$ 75.45	08/09/2013		M	1,300	02/19/2010 ⁽⁴⁾	02/19/2019	Common Stock			1
Non-Qualified Stock Option - right to buy	\$ 70.54	08/09/2013		M	2,925	02/11/2011 ⁽⁵⁾	02/11/2020	Common Stock			2

Non-Qualified Stock Option - right to buy	\$ 80.45	08/09/2013	M	2,050	03/01/2012 ⁽⁵⁾	03/01/2021	Common Stock	2
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PIETRONTONE ANTHONY JR 103 JFK PARKWAY SHORT HILLS, NJ 07078			PAO & Corporate Controller	

Signatures

/s/ Christine Cappuccia for Anthony Pietrontone, Jr.	08/13/2013
**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).
- (1) Represents the weighted average sales price. Actual prices ranged from \$106.54 to \$106.89. Upon request from the SEC or a shareholder of the issuer, the reporting person will provide information on the number of shares sold at each separate price.
- (2) The reporting person transferred the full balance in the D&B Stock Fund of his 401(k) account to another investment fund in the issuer's 401(k) plan.
- (3) Held in the issuer's employee stock purchase plan (ESPP) as of 8/09/13.
- (4) One-fourth of the option vested each year beginning on the date indicated.
- (5) One-fourth 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.