

DUN & BRADSTREET CORP/NW
 Form 4
 June 23, 2008

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 *
BURKE JAMES 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)
06/20/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President, U.S. Cust. Segments

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 06/20/2008 | | M | A | \$ 34.165 | 28,066 | D |
| Common Stock | 06/20/2008 | | M | A | \$ 53.3 | 29,316 | D |
| Common Stock | 06/20/2008 | | M | A | \$ 60.535 | 32,591 | D |
| Common Stock | 06/20/2008 | | M | A | \$ 71.275 | 39,741 | D |
| Common Stock | 06/20/2008 | | S | D | \$ 91.23 | 39,641 | D |

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| | | | | | | | |
|--------------|------------|---|-----|---|----------|--------|---|
| Common Stock | 06/20/2008 | S | 100 | D | \$ 91.22 | 39,541 | D |
| Common Stock | 06/20/2008 | S | 100 | D | \$ 91.15 | 39,441 | D |
| Common Stock | 06/20/2008 | S | 100 | D | \$ 91.06 | 39,341 | D |
| Common Stock | 06/20/2008 | S | 100 | D | \$ 90.98 | 39,241 | D |
| Common Stock | 06/20/2008 | S | 100 | D | \$ 90.97 | 39,141 | D |
| Common Stock | 06/20/2008 | S | 100 | D | \$ 90.77 | 39,041 | D |
| Common Stock | 06/20/2008 | S | 101 | D | \$ 90.65 | 38,940 | D |
| Common Stock | 06/20/2008 | S | 100 | D | \$ 90.63 | 38,840 | D |
| Common Stock | 06/20/2008 | S | 400 | D | \$ 90.6 | 38,440 | D |
| Common Stock | 06/20/2008 | S | 200 | D | \$ 90.59 | 38,240 | D |
| Common Stock | 06/20/2008 | S | 100 | D | \$ 90.57 | 38,140 | D |
| Common Stock | 06/20/2008 | S | 100 | D | \$ 90.54 | 38,040 | D |
| Common Stock | 06/20/2008 | S | 100 | D | \$ 90.37 | 37,940 | D |
| Common Stock | 06/20/2008 | S | 100 | D | \$ 90.3 | 37,840 | D |
| Common Stock | 06/20/2008 | S | 100 | D | \$ 90.21 | 37,740 | D |
| Common Stock | 06/20/2008 | S | 200 | D | \$ 90.2 | 37,540 | D |
| Common Stock | 06/20/2008 | S | 37 | D | \$ 90.11 | 37,503 | D |
| Common Stock | 06/20/2008 | S | 100 | D | \$ 90.08 | 37,403 | D |
| Common Stock | 06/20/2008 | S | 100 | D | \$ 89.94 | 37,303 | D |
| Common Stock | 06/20/2008 | S | 200 | D | \$ 89.86 | 37,103 | D |
| | 06/20/2008 | S | 600 | D | \$ 89.59 | 36,503 | D |

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| | | | | | | | |
|--------------|------------|--|---|-------|---|----------|----------|
| Common Stock | | | | | | | |
| Common Stock | 06/20/2008 | | S | 1,000 | D | \$ 90.5 | 35,503 D |
| Common Stock | 06/20/2008 | | S | 100 | D | \$ 90.47 | 35,403 D |
| Common Stock | 06/20/2008 | | S | 1,100 | D | \$ 90.45 | 34,303 D |
| Common Stock | 06/20/2008 | | S | 100 | D | \$ 90.44 | 34,203 D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 (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 |
| Non-Qualified Stock Option - right to buy | \$ 34.165 | 06/20/2008 | | M | 2,600 | 02/12/2006 ⁽¹⁾ 02/12/2013 | Common Stock |
| Non-Qualified Stock Option - right to buy | \$ 53.3 | 06/20/2008 | | M | 1,250 | 02/09/2005 ⁽²⁾ 02/09/2014 | Common Stock |
| Non Qualified Stock Option - right to buy | \$ 60.535 | 06/20/2008 | | M | 3,275 | 02/25/2006 ⁽³⁾ 02/25/2015 | Common Stock |
| Non-Qualified Stock Option - right to buy | \$ 71.275 | 06/20/2008 | | M | 7,150 | 02/09/2007 ⁽³⁾ 02/09/2016 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BURKE JAMES P 103 JFK PARKWAY SHORT HILLS, NJ 07078 | | | President, U.S. Cust. Segments | |

Signatures

/s/ Christine Cappuccia for James P.
Burke

06/23/2008

__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) One-third of the option vested each year beginning on the date indicated.
- (2) One-fourth of the option vested each year beginning on the date indicated.
- (3) One-fourth of the option vests each year beginning on the date indicated.

Remarks:

These transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 21, 2008. The

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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