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DUN & BRADSTREET CORP/NW Form 4 February 14, 2006 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LEWINTER DAVID J Issuer Symbol **DUN & BRADSTREET CORP/NW** (Check all applicable) [DNB] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_Officer (give title Other (specify (Month/Day/Year) below) below) **103 JFK PARKWAY** 02/12/2006 SVP, Gen. Counsel, Corp. Secy. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SHORT HILLS, NJ 07078 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial Owned Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common Held in 308.637 (1) I PP/IP Stock Common 3,102.1954 Held in I (2) Stock ESPP Common 786 (3) D 6,261 D F 02/12/2006 Stock

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

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number.

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. Transacti (Month/Day	y/Year)	3A. Deemed Execution Date, any (Month/Day/Yea	Code	5. iorNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	Date	Amor Unde Secur	tle and unt of erlying rities r. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
					Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Reporting Owners												
Reporting	Owner Name	/ Address	D	100 0	Relatio	onships						
103 JFK I	ER DAVID PARKWAY HILLS, NJ ()		Director	r 10% Owner	Officer SVP, Ger	n. Counse	el, Corp. Sec	Other				

Signatures

/s/ by Marjorie Pierre-Merritt for David J. Lewinter	02/14/2006		
**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)	Held in the Company's PP/IP (Profit Participation/Investment Plan) as of 2/9/06.			
(2)	Held in the Company's ESPP (Employee Stock Purchase Plan) as of 1/19/06.			
(3)	The reporting person made an irrevocable election in November 2005 to satisfy his tax withholding obligation relating to the vesting of shares of Common Stock previously awarded, through the deduction of shares from the vested amount. This election was reported on a Report on Form 8-K filed with the Securities and Exchange Commission on December 12, 2005.			
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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