

NORDAL GREGORY E
Form 4
May 17, 2005

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 *
NORDAL GREGORY E

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)
05/13/2005

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Leader - International

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)	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	Price		
Common Stock	05/13/2005		M	982	A	\$ 12.9088	8,652	D
Common Stock	05/13/2005		M	1,088	A	\$ 14.0731	9,740	D
Common Stock	05/13/2005		M	4,105	A	\$ 16.892	13,845	D
Common Stock	05/13/2005		M	3,950	A	\$ 14.4083	17,795	D
Common Stock	05/13/2005		M	2,220	A	\$ 14.0381	20,015	D

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Common Stock	05/13/2005	M	10,866	A	\$ 23.7188	30,881	D
Common Stock	05/13/2005	M	2,933	A	\$ 36.16	33,814	D
Common Stock	05/13/2005	M	3,665	A	\$ 53.3	37,479	D
Common Stock	05/13/2005	S	600	D	\$ 60.21	36,879	D
Common Stock	05/13/2005	S	400	D	\$ 60.22	36,479	D
Common Stock	05/13/2005	S	1,600	D	\$ 60.23	34,879	D
Common Stock	05/13/2005	S	500	D	\$ 60.24	34,379	D
Common Stock	05/13/2005	S	1,300	D	\$ 60.26	33,079	D
Common Stock	05/13/2005	S	100	D	\$ 60.27	32,979	D
Common Stock	05/13/2005	S	200	D	\$ 60.29	32,779	D
Common Stock	05/13/2005	S	100	D	\$ 60.33	32,679	D
Common Stock	05/13/2005	S	200	D	\$ 60.34	32,479	D
Common Stock	05/13/2005	S	500	D	\$ 60.36	31,979	D
Common Stock	05/13/2005	S	1,700	D	\$ 60.37	30,279	D
Common Stock	05/13/2005	S	400	D	\$ 60.38	29,879	D
Common Stock	05/13/2005	S	1,600	D	\$ 60.39	28,279	D
Common Stock	05/13/2005	S	800	D	\$ 60.4	27,479	D
Common Stock	05/13/2005	S	10,000	D	\$ 60.41	17,479	D
Common Stock	05/13/2005	S	1,500	D	\$ 60.42	15,979	D
Common Stock	05/13/2005	S	2,300	D	\$ 60.43	13,679	D
	05/13/2005	S	1,800	D	\$ 60.44	11,879	D

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Common Stock							
Common Stock	05/13/2005		S	200	D	\$ 60.45	11,679 D
Common Stock	05/13/2005		S	200	D	\$ 60.46	11,479 D
Common Stock	05/13/2005		S	300	D	\$ 60.47	11,179 D
Common Stock	05/13/2005		S	100	D	\$ 60.48	11,079 D

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option - right to buy	\$ 12.9088	05/13/2005		M	982	07/16/2001	07/15/2007	Common Stock
Non-Qualified Stock Option - right to buy	\$ 14.0731	05/13/2005		M	1,088	12/21/2001	12/22/2007	Common Stock
Non-Qualified Stock Option - right to buy	\$ 16.892	05/13/2005		M	4,105	07/01/2003	07/01/2008	Common Stock
Non-Qualified Stock Option - right to buy	\$ 14.4083	05/13/2005		M	3,950	12/21/2002 ⁽¹⁾	12/21/2009	Common Stock
Non-Qualified Stock Option - right to buy	\$ 14.0381	05/13/2005		M	2,220	01/19/2003 ⁽¹⁾	01/19/2010	Common Stock

Non-Qualified Stock Option - right to buy	\$ 23.7188	05/13/2005	M	10,866	12/04/2003 ⁽²⁾	12/04/2010	Common Stock
Non-Qualified Stock Option - right to buy	\$ 36.16	05/13/2005	M	2,933	12/19/2004 ⁽²⁾	12/19/2011	Common Stock
Non-Qualified Stock Option - right to buy	\$ 53.3	05/13/2005	M	3,665	02/09/2005 ⁽³⁾	02/09/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORDAL GREGORY E 103 JFK PARKWAY SHORT HILLS, NJ 07078			Leader - International	

Signatures

/s/ Christine M. Cappuccia for Gregory E. Nordal	05/17/2005
**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) The option vested in three equal annual installments beginning on the date indicated.
 - (2) One-third of the option vests each year beginning on the date indicated.
 - (3) One-fourth of the option vests each year beginning on the date indicated.

Remarks:

This is Form 1 of 2, detailing the Reporting Person's various May 13, 2005 stock transactions.

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.