#### Edgar Filing: DUN & BRADSTREET CORP/NW - Form 4/A

#### **DUN & BRADSTREET CORP/NW**

Form 4/A March 15, 2006

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL OMB** 

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subject to Section 16. Form 4 or Form 5 obligations may continue.

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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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MATHEW SARA			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) 103 JFK PA	(First)	(Middle)		of Earliest Transaction Day/Year) 2006				Director 10% Owner Self-condition of the condition of the c			
SHORT HI	(Street)	Filed(Month/Day/Year) 02/28/2006					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secur	rities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dai (Month/Day/Year)		Date, if	3. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of (	(D)	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)	
Common Stock	02/24/2006			A	13,153	A	\$0	38,092	D		
Common Stock	02/25/2006			F	1,717 (1)	D	\$ 72.105	36,375	D		
Common Stock								357.972 <u>(2)</u>	I	Held in PP/IP	
Common Stock								1,568.1031 (3)	I	Held in ESPP	

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

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SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Date		Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	of	Number		
				Code V	(A) (D)				Shares		

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MATHEW SARA 103 JFK PARKWAY SHORT HILLS, NJ 07078

CFO & President, Int'l.

### **Signatures**

/s/ Marjorie Pierre-Merritt for Sara Mathew

03/15/2006

\*\*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).
- The reporting person made an irrevocable election in November 2005 to satisfy her tax withholding obligation relating to the vesting of (1) 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.
- (2) Held in the Company's PP/IP (Profit Participation/Investment Plan) as of 2/22/06.
- (3) Held in the Company's ESPP (Employee Stock Purchase Plan) as of 2/13/06.

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.

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