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DUN & BRADSTREET CORP/NW

Form 4 June 02, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

3235-0287 Number: January 31, Expires:

OMB APPROVAL

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** PELSON VICTOR A			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			DUN & BRADSTREET CORP/NW [DNB]	(Check all applicable)		
(Last) 103 JFK PAF	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/29/2008	X Director 10% Owner Officer (give title below) Other (specify below)		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
SHORT HILLS, NJ 07078				Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	quired, Disposed of, or Beneficially Owned		

(City)	(State) (Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	05/29/2008		M	6,837	A	\$ 36.16	22,825	D	
Common Stock	05/29/2008		S	500	D	\$ 91.52	22,325	D	
Common Stock	05/29/2008		S	300	D	\$ 91.48	22,025	D	
Common Stock	05/29/2008		S	200	D	\$ 91.46	21,825	D	
Common Stock	05/29/2008		S	100	D	\$ 91.45	21,725	D	

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Common Stock	05/29/2008	S	100	D	\$ 91.44	21,625	D
Common Stock	05/29/2008	S	100	D	\$ 91.38	21,525	D
Common Stock	05/29/2008	S	400	D	\$ 91.37	21,125	D
Common Stock	05/29/2008	S	200	D	\$ 91.36	20,925	D
Common Stock	05/29/2008	S	392	D	\$ 91.33	20,533	D
Common Stock	05/29/2008	S	796	D	\$ 91.32	19,737	D
Common Stock	05/29/2008	S	1,100	D	\$ 91.31	18,637	D
Common Stock	05/29/2008	S	400	D	\$ 91.3	18,237	D
Common Stock	05/29/2008	S	400	D	\$ 91.29	17,837	D
Common Stock	05/29/2008	S	305	D	\$ 91.28	17,532	D
Common Stock	05/29/2008	S	900	D	\$ 91.27	16,632	D
Common Stock	05/29/2008	S	100	D	\$ 91.26	16,532	D
Common Stock	05/29/2008	S	400	D	\$ 91.25	16,132	D
Common Stock	05/29/2008	S	100	D	\$ 91.24	16,032	D
Common Stock	05/29/2008	S	44	D	\$ 91.2	15,988	D

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. Number	6. Date Exercisable and	7. Title and Amour
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onof Derivative	Expiration Date	Underlying Securit
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired		

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Derivative (A) or Security Disposed of (D)

(Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title

Exercisable Date

or Num

Amo

of Shar

6,8

Non-Qualified

Common 6.837 12/19/2002 12/19/2011 Stock Option -\$ 36.16 05/29/2008 M Stock

right to buy

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

PELSON VICTOR A 103 JFK PARKWAY

X

SHORT HILLS, NJ 07078

Signatures

/s/ Christine Cappuccia for Victor A. 06/02/2008 Pelson

> **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).

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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