

HURWITZ JEFFREY S
Form 4
February 25, 2009

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 *
HURWITZ JEFFREY S

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)
02/22/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Gen. Counsel & Corp Secy.

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 (A) or (D) Price			
Common Stock	02/22/2009		F	222 ⁽¹⁾ D \$ 72.935	6,005	D	
Common Stock	02/23/2009		F	115 ⁽¹⁾ D \$ 73.545	5,890	D	
Common Stock	02/24/2009		F	184 ⁽¹⁾ D \$ 72.965	5,706	D	
Common Stock					80.113 ⁽²⁾	I	Held in 401(k)
Common Stock					1,297.72 ⁽³⁾	I	Held in ESPP

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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)

Table with columns for Title of Derivative Security, Conversion or Exercise Price, Transaction Date, Deemed Execution Date, Transaction Code, Number of Derivative Securities, Date Exercisable and Expiration Date, Title and Amount of Underlying Securities, and Price of Derivative Security.

Reporting Owners

Table with columns for Reporting Owner Name / Address and Relationships (Director, 10% Owner, Officer, Other). Entry for HURWITZ JEFFREY S, 103 JFK PARKWAY, SHORT HILLS, NJ 07078, SVP, Gen. Counsel & Corp Secy.

Signatures

/s/ Christine Cappuccia for Jeffrey S. Hurwitz 02/25/2009

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 reporting person made an irrevocable election in November 2008 to satisfy tax withholding obligations relating to the vesting of shares of Common Stock previously awarded, through the deduction of shares from the vested amount.
(2) Held in the issuer's 401(k) plan as of 2/15/09.
(3) Held in the issuer's Employee Stock Purchase Plan (ESPP) as of 2/10/09.

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.