

DUN & BRADSTREET CORP/NW
Form 4
January 04, 2007

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 *
LEWINTER DAVID J

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)
01/03/2007

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

SHORT HILLS, NJ 07078

(City) (State) (Zip)

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

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	01/03/2007		M		9,600	A	\$ 36.16
Common Stock	01/03/2007		M		14,400	A	\$ 23.7188
Common Stock	01/03/2007		S		100	D	\$ 83.66
Common Stock	01/03/2007		S		100	D	\$ 83.64
Common Stock	01/03/2007		S		200	D	\$ 83.52

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Common Stock	01/03/2007	S	200	D	\$ 83.3	36,519	D
Common Stock	01/03/2007	S	100	D	\$ 83.28	36,419	D
Common Stock	01/03/2007	S	300	D	\$ 83.26	36,119	D
Common Stock	01/03/2007	S	400	D	\$ 83.25	35,719	D
Common Stock	01/03/2007	S	400	D	\$ 83.24	35,319	D
Common Stock	01/03/2007	S	800	D	\$ 83.23	34,519	D
Common Stock	01/03/2007	S	300	D	\$ 83.22	34,219	D
Common Stock	01/03/2007	S	200	D	\$ 83.21	34,019	D
Common Stock	01/03/2007	S	400	D	\$ 83.19	33,619	D
Common Stock	01/03/2007	S	200	D	\$ 83.16	33,419	D
Common Stock	01/03/2007	S	1,400	D	\$ 83.15	32,019	D
Common Stock	01/03/2007	S	300	D	\$ 83.13	31,719	D
Common Stock	01/03/2007	S	1,500	D	\$ 83.1	30,219	D
Common Stock	01/03/2007	S	100	D	\$ 83.08	30,119	D
Common Stock	01/03/2007	S	700	D	\$ 83.07	29,419	D
Common Stock	01/03/2007	S	1,155	D	\$ 83.05	28,264	D
Common Stock	01/03/2007	S	200	D	\$ 83.03	28,064	D
Common Stock	01/03/2007	S	100	D	\$ 83.02	27,964	D
Common Stock	01/03/2007	S	200	D	\$ 83	27,764	D
Common Stock	01/03/2007	S	100	D	\$ 82.99	27,664	D
	01/03/2007	S	200	D	\$ 82.96	27,464	D

Common Stock								
Common Stock	01/03/2007		S	200	D	\$ 82.92	27,264	D
Common Stock	01/03/2007		S	200	D	\$ 82.9	27,064	D
Common Stock	01/03/2007		S	100	D	\$ 82.89	26,964	D
Common Stock	01/03/2007		S	500	D	\$ 82.88	26,464	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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	\$ 36.16	01/03/2007		M	9,600	12/19/2004 ⁽¹⁾ 12/19/2011	Common Stock	
Non-Qualified Stock Option - right to buy	\$ 23.7188	01/03/2007		M	14,400	12/04/2003 ⁽¹⁾ 12/04/2010	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEWINTER DAVID J 103 JFK PARKWAY SHORT HILLS, NJ 07078			SVP, Gen. Counsel, Corp. Secy.	

Signatures

/s/ David J.
Lewinter

01/04/2007

__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) One-third of the option vested each year beginning on the date indicated.

Remarks:

One of three Forms 4

The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person

The trading plan was reported on a Report on Form 8-K filed with the Securities and Exchange Commission on May 9, 2006.

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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