

DUN & BRADSTREET CORP/NW
 Form 4
 November 08, 2013

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 *
 CONTI EMANUELE A

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)
 11/06/2013

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 President, North America

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	11/06/2013		M		2,800	A	\$ 71.275
Common Stock	11/06/2013		M		2,600	A	\$ 88.04
Common Stock	11/06/2013		M		3,700	A	\$ 88.365
Common Stock	11/06/2013		M		5,600	A	\$ 79.58
Common Stock	11/06/2013		M		4,875	A	\$ 70.54

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Common Stock	11/06/2013	M	4,800	A	\$ 80.45	47,727.3711	D	
Common Stock	11/06/2013	M	3,000	A	\$ 82.8	50,727.3711	D	
Common Stock	11/06/2013	S	33,589	D	\$ 108.0716 <u>(1)</u>	17,138.3711	D	
Common Stock						503.864 <u>(2)</u>	I	Held in 401(k)

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

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(9-02)

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 Amount of Underlying Security (Instr. 3 and 4)
Non-Qualified Stock Option - right to buy	\$ 71.275	11/06/2013		M	2,800	02/09/2007 ⁽³⁾ 02/09/2016	Common Stock 2
Non-Qualified Stock Option - right to buy	\$ 88.04	11/06/2013		M	2,600	02/08/2008 ⁽³⁾ 02/08/2017	Common Stock 2
Non-Qualified Stock Option - right to buy	\$ 88.365	11/06/2013		M	3,700	02/06/2009 ⁽³⁾ 02/06/2018	Common Stock 3
Non-Qualified Stock Option - right to buy	\$ 79.58	11/06/2013		M	5,600	02/04/2010 ⁽³⁾ 02/04/2019	Common Stock 5
Non-Qualified Stock Option - right to buy	\$ 70.54	11/06/2013		M	4,875	02/11/2011 ⁽³⁾ 02/11/2020	Common Stock 4

Non-Qualified Stock Option - right to buy	\$ 80.45	11/06/2013	M	4,800	03/01/2012 ⁽³⁾	03/01/2021	Common Stock	4
Non-Qualified Stock Option - right to buy	\$ 82.8	11/06/2013	M	3,000	03/01/2013 ⁽³⁾	03/01/2022	Common Stock	3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONTI EMANUELE A 103 JFK PARKWAY SHORT HILLS, NJ 07078			President, North America	

Signatures

/s/ Maria Frucci for Emanuele A. Conti	11/08/2013
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 **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) Represents the weighted average sales price. Actual prices ranged from \$107.869 to \$108.38. Upon request from the SEC or a stockholder of the issuer, the reporting person will provide information on the number of shares sold at each separate price.
- (2) Held in the issuer's 401(k) plan as of 11/6/2013.
- (3) One-fourth of the option vests each year beginning on the date indicated.

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.