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# DUN & BRADSTREET CORP/NW

Reported by

**PIETRONTONE ANTHONY JR**

# FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/16/12 for the Period Ending 03/14/12

| | |
|---|---|
| Address | 103 JFK PARKWAY<br>103 JFK PARKWAY<br>SHORT HILLS, NJ 07078 |
| Telephone | 9739215500 |
| CIK | 0001115222 |
| Symbol | DNB |
| SIC Code | 7320 - Consumer Credit Reporting Agencies, Mercantile |
| Industry | Computer Services |
| Sector | Technology |
| Fiscal Year | 12/31 |

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# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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## 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(f) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person * | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| **PIETRONTONE ANTHONY JR** | **DUN & BRADSTREET CORP/NW [ DNB ]** | _____ Director _____ 10% Owner |
| (Last) (First) (Middle) **103 JFK PARKWAY** | 3. Date of Earliest Transaction (MM/DD/YYYY) **3/14/2012** | __ **X** __ Officer (give title below) _____ Other (specify below) **PAO & Corporate Controller** |
| (Street) **SHORT HILLS, NJ 07078** (City) (State) (Zip) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ 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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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** | **3/14/2012** | | **A** | | **8.293** (1) | **A** | **$85.905** | **6769.9272** | **D** | |
| **Common Stock** | **3/14/2012** | | **F** | | **2** (2) | **D** | **$85.905** | **6767.9272** | **D** | |
| **Common Stock** | | | | | | | | **533.244** (3) | **I** | **Held in 401(k)** |
| **Common Stock** | | | | | | | | **0.5874** (4) | **I** | **Held in ESPP** |

**Table II - Derivative Securities Beneficially Owned ( *e.g.* , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

**Explanation of Responses:**

**( 1)** Acquired pursuant to a dividend reinvestment feature of the issuer's stock incentive plan in connection with restricted stock units held by the reporting person.

**( 2)** The reporting person made an irrevocable election in November 2011 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.

**( 3)** Held in the issuer's 401(k) plan as of 3/15/12 and includes 2.001 shares acquired under the 401(k) since the date of the reporting person's last ownership report.

**( 4)** Held in the issuer's employee stock purchase plan (ESPP) as of 2/29/12.

**Reporting Owners**

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| **PIETRONTONE ANTHONY JR**<br><br>**103 JFK PARKWAY**<br>**SHORT HILLS, NJ 07078** | | | **PAO & Corporate Controller** | |

**Signatures**

**/s/ Christine Cappuccia for Anthony Pietrontone Jr.** **3/16/2012**

** Signature of Reporting Person — Date

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

***** 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.

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