DUN & BRADSTREET CORP/NW

Reported by

MATHEW SARA

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/26/08 for the Period Ending 02/22/08

Address	103 JFK PARKWAY 103 JFK PARKWAY SHORT HILLS, NJ 07078
Telephone	9739215500
CIK	0001115222
Symbol	DNB
SIC Code	7320 - Consumer Credit Reporting Agencies, Mercantile
Industry	Printing & Publishing
Sector	Services
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)
MATHEW SARA	**DUN & BRADSTREET CORP/NW [DNB]**	__ **X** __ Director _____ 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	__ **X** __ Officer (give title below) _____ Other (specify below)
103 JFK PARKWAY	**2/22/2008**	**President & COO**
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
SHORT HILLS, NJ 07078		_ **X** _ Form filed by One Reporting Person
(City) (State) (Zip)		___ 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	**2/22/2008**		**A**		**11439** (1)	**A**	**$0**	**56255**	**D**	
Common Stock	**2/23/2008**		**F**		**1059** (2)	**D**	**$90.795**	**55196**	**D**	
Common Stock	**2/24/2008**		**F**		**1793** (2)	**D**	**$90.795**	**53403**	**D**	
Common Stock	**2/25/2008**		**F**		**4205** (2)	**D**	**$90.215**	**49198**	**D**	
Common Stock								**361.189** (3)	**I**	**Held in 401(k)**
Common Stock								**2224.29** (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) Grant of restricted stock which vests in three installments -- 20% one year from grant date, 30% two years from grant date and the remaining 50% three years from grant date.

(2) The reporting person made an irrevocable election in November 2007 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. This election was reported on a Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission on November 21, 2007.

(3) Held in the issuer's 401(k) plan as of 2/20/08.

(4) Held in the issuer's Employee Stock Purchase Plan (ESPP) as of 2/12/08.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATHEW SARA 103 JFK PARKWAY SHORT HILLS, NJ 07078	**X**		**President & COO**	

Signatures

/s/ Annemarie Ettinger for Sara Mathew **2/26/2008**

** 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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