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# DUN & BRADSTREET CORP/NW

Reported by

**VELDRAN RICHARD H**

# FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/05/12 for the Period Ending 03/01/12

| | |
|---|---|
| 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) |
|---|---|---|
| **VELDRAN RICHARD H** | **DUN & BRADSTREET CORP/NW [ DNB ]** | _____ Director _____ 10% Owner |
| (Last) (First) (Middle) **103 JFK PARKWAY** | 3. Date of Earliest Transaction (MM/DD/YYYY) **3/1/2012** | __ **X** __ Officer (give title below) _____ Other (specify below) **SVP, Chief Financial Officer** |
| (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** | **3/1/2012** | | **A** | | **1773** (1) | **A** | **$ 0** | **7602.9534** | **D** | |
| **Common Stock** | **3/1/2012** | | **A** | | **6250** (2) | **A** | **$ 0** | **13852.9534** | **D** | |
| **Common Stock** | **3/1/2012** | | **F** | | **339** (3) | **D** | **$82.80** | **13513.9534** | **D** | |
| **Common Stock** | | | | | | | | **1397.2682** (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 | | | | |
| **Non-Qualified Stock Option - right to buy** | **$82.80** | **3/1/2012** | | **A** | | **11700** | | **3/1/2013** (5) | **3/1/2022** | **Common Stock** | **11700** | **$ 0** | **11700** | **D** | |

**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)** Grant of restricted stock which vests in three installments -- 50% three years from grant date, 25% four years from grant date and the remaining 25% five years from grant date.

**( 3)** 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.

**( 4)** Held in the issuer's employee stock purchase plan (ESPP) as of 2/29/12, and includes 79.4366 shares acquired under the ESPP since the

date of the reporting person's last ownership report.

**( 5)** One-fourth of the option vests each year beginning on the date indicated.

**Reporting Owners**

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| **VELDRAN RICHARD H<br>103 JFK PARKWAY<br>SHORT HILLS, NJ 07078** | | | **SVP, Chief Financial Officer** | |

**Signatures**

**/s/ Christine Cappuccia for Richard H. Veldran** **3/5/2012**

** 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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