

PROWER JULIAN N
Form 3
March 05, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â PROWER JULIAN N | | (Month/Day/Year) | DUN & BRADSTREET CORP/NW [DNB] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | | (Check all applicable) | |
| 103 JFK PARKWAY | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (Street) | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| SHORT HILLS,Â NJÂ 07078 | | | (give title below) | (specify below) |
| (City) | (State) | (Zip) | SVP and Chief HR Officer | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 4,086.2 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|--|---------------------------|------------|--------------|--------|-----------|-------------------|---|
| Non-Qualified Stock Options - right to buy | 02/09/2007 ⁽²⁾ | 02/09/2016 | Common Stock | 1,800 | \$ 71.275 | D | Â |
| Non-Qualified Stock Options - right to buy | 02/08/2008 ⁽²⁾ | 02/08/2017 | Common Stock | 1,800 | \$ 88.04 | D | Â |
| Non-Qualified Stock Options - right to buy | 02/06/2009 ⁽²⁾ | 02/06/2018 | Common Stock | 2,000 | \$ 88.365 | D | Â |
| Non-Qualified Stock Options - right to buy | 02/04/2010 ⁽²⁾ | 02/04/2019 | Common Stock | 2,200 | \$ 79.58 | D | Â |
| Non-Qualified Stock Options - right to buy | 02/11/2011 ⁽³⁾ | 02/11/2020 | Common Stock | 2,000 | \$ 70.54 | D | Â |
| Non-Qualified Stock Options - right to buy | 07/01/2011 ⁽³⁾ | 07/01/2020 | Common Stock | 600 | \$ 67 | D | Â |
| Non-Qualified Stock Options - right to buy | 03/01/2012 ⁽³⁾ | 03/01/2021 | Common Stock | 3,200 | \$ 80.45 | D | Â |
| Non-Qualified Stock Options - right to buy | 03/01/2013 ⁽³⁾ | 03/01/2022 | Common Stock | 3,700 | \$ 82.8 | D | Â |
| Non-Qualified Stock Options - right to buy | 06/01/2013 ⁽³⁾ | 06/01/2022 | Common Stock | 600 | \$ 66.315 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PROWER JULIAN N 103 JFK PARKWAY SHORT HILLS, NJ 07078 | Â | Â | Â SVP and Chief HR Officer | Â |

Signatures

/s/ Christine Cappuccia for Julian N.
Prower 03/05/2013

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Includes 2,847 restricted stock units (RSUs) which vest on various dates between 3/01/2013 through 6/01/2017, and 59.2 units acquired pursuant to a dividend reinvestment feature of the issuer's stock incentive plan in connection with RSUs held by the reporting person.
- (2) One-fourth of the option vested each year beginning on the date indicated.
- (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.