

DUN & BRADSTREET CORP/NW
 Form 4
 March 04, 2014

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 *
VELDRAN RICHARD H

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)
03/01/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/01/2014		M	1,505 (1) A \$ 0	11,776.5751	D	
Common Stock	03/01/2014		F	1,238 (2) D \$ 99.095	10,538.5751	D	
Common Stock					678.7684 (3)	I	Held in ESPP

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

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number.

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 Securities (Instr. 3 and 4)	Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Leveraged Restricted Stock Units	(1)	03/01/2014		M		1,082 (1)	(1)	03/01/2016		Common Stock	1,505 (1)
Leveraged Restricted Stock Units	(4)	03/03/2014		A		3,334 (4)	(4)	03/03/2017		Common Stock	3,334

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VELDRAN RICHARD H 103 JFK PARKWAY SHORT HILLS, NJ 07078			Chief Financial Officer	

Signatures

/s/ Maria Frucci for Richard H. Veldran
Date: 03/04/2014

__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).
- Represents the vesting and payout of the first tranche (1/3) of the leveraged restricted stock units granted on March 1, 2013 at 139.1% based on the issuer's stock price performance during the performance period from 1/1/2013-12/31/2013 and includes 423 additional shares above the target number of shares originally reported.
- (1) The reporting person made an irrevocable election in November 2012 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.
 - (2) Held in the issuer's employee stock purchase plan (ESPP) as of 2/27/14, and includes 78.022 shares acquired under the ESPP since the date of the reporting person's last ownership report.
 - (3)

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- (4) Each performance share represents a contingent right for the reporting person to receive, on each of the first, second and third anniversaries of the date of grant, a distribution of common stock equal to 0% to 200% of 1/3 of the reported target performance shares based on the issuer's stock price performance during the designated performance periods, as follows: the first distribution is tied to the issuer's one-year stock price performance (1/1/2014 - 12/31/2014); the second distribution is tied to the issuer's two-year stock price performance (1/1/2014 - 12/31/2015); and the third distribution is tied to the issuer's three-year stock price performance (1/1/2014 - 12/31/2016).

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.