#### Edgar Filing: DUN & BRADSTREET CORP/NW - Form 4

#### **DUN & BRADSTREET CORP/NW**

Form 4

February 28, 2006

### FORM 4

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

**OMB APPROVAL** 

Form 4 or Form 5 obligations

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

burden hours per response... 0.5

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MATHEW SARA			2. Issue Symbol	er Name <b>an</b>	d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer					
			DUN & [DNB]	k BRADS	STREET CORP/NW	(Check all applicable)					
(Last) (First) (Middle)		3. Date of	of Earliest 7	Transaction	Director 10% OwnerX_ Officer (give title Other (specify below) CFO & President, Int'l.						
103 JFK PARKWAY			(Month/I	Day/Year)							
			02/24/2	2006							
		4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check						
		Filed(Mo	onth/Day/Yea	ar)	Applicable Line) _X_ Form filed by One Reporting Person						
SHORT HILLS, NJ 07078						Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative Securities Acq	uired, Disposed of	, or Beneficial	ly Owned			
1.Title of	2. Transaction Dat	e 2A. Deen	ned	3.	4. Securities Acquired (A	5. Amount of	6.	7. Nature o			
Security	(Month/Day/Year	Execution	n Date, if	Transacti	omr Disposed of (D)	Securities	Ownership	Indirect			
(Instr. 3) any			Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial				

		Tabl	e 1 - Noll-1	Jerranive	Secur	iues Acqui	rea, Disposea oi,	or belieficiali	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactiom Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price			D)	5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	02/24/2006		A	13,153	` ′	\$ 0	38,092	D		
Common Stock	02/25/2006		F	1,347 (1)	D	\$ 72.105	36,745	D		
Common Stock							357.972 <u>(2)</u>	I	Held in PP/IP	
Common Stock							1,568.1031	I	Held in ESPP	

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

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(9-02)

SEC 1474

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1	. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Ι	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
S	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(	Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
		Derivative				Securities	;		(Instr.	3 and 4)		Owne
		Security				Acquired						Follo
		•				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						
						4, and 5)						
										Amount		
										Amount		
							Date	Expiration sable Date	Title Nun			
							Exercisable			Number		
					~	,,, ,, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,				of		
					Code V	(A) (D)				Shares		

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MATHEW SARA 103 JFK PARKWAY SHORT HILLS, NJ 07078

CFO & President, Int'l.

## **Signatures**

/s/ Marjorie Pierre-Merritt for Sara Mathew

02/28/2006

\*\*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).
- The reporting person made an irrevocable election in November 2005 to satisfy her tax withholding obligation relating to the vesting of (1) shares of Common Stock previously awarded, through the deduction of shares from the vested amount. This election was reported on a Report on Form 8-K filed with the Securities and Exchange Commission on December 12, 2005.
- (2) Held in the Company's PP/IP (Profit Participation/Investment Plan) as of 2/22/06.
- (3) Held in the Company's ESPP (Employee Stock Purchase Plan) as of 2/13/06.

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.

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