

DUN & BRADSTREET CORP/NW

Form 4

July 24, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ALESIO STEVEN W

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)

07/20/2007

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chairman and CEO

4. If Amendment, Date Original
Filed(Month/Day/Year)

SHORT HILLS, NJ 07078

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/20/2007		M		40,000	A	\$ 23.9688
Common Stock	07/20/2007		S		100	D	\$ 105.93
Common Stock	07/20/2007		S		100	D	\$ 105.91
Common Stock	07/20/2007		S		200	D	\$ 105.89
Common Stock	07/20/2007		S		503	D	\$ 105.88

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Common Stock	07/20/2007	S	97	D	\$ 105.86	179,309	D
Common Stock	07/20/2007	S	200	D	\$ 105.85	179,109	D
Common Stock	07/20/2007	S	300	D	\$ 105.83	178,809	D
Common Stock	07/20/2007	S	200	D	\$ 105.82	178,609	D
Common Stock	07/20/2007	S	300	D	\$ 105.81	178,309	D
Common Stock	07/20/2007	S	200	D	\$ 105.8	178,109	D
Common Stock	07/20/2007	S	207	D	\$ 105.78	177,902	D
Common Stock	07/20/2007	S	293	D	\$ 105.77	177,609	D
Common Stock	07/20/2007	S	100	D	\$ 105.76	177,509	D
Common Stock	07/20/2007	S	300	D	\$ 105.75	177,209	D
Common Stock	07/20/2007	S	100	D	\$ 105.73	177,109	D
Common Stock	07/20/2007	S	300	D	\$ 105.72	176,809	D
Common Stock	07/20/2007	S	100	D	\$ 105.71	176,709	D
Common Stock	07/20/2007	S	100	D	\$ 105.68	176,609	D
Common Stock	07/20/2007	S	200	D	\$ 105.67	176,409	D
Common Stock	07/20/2007	S	400	D	\$ 105.66	176,009	D
Common Stock	07/20/2007	S	100	D	\$ 105.62	175,909	D
Common Stock	07/20/2007	S	100	D	\$ 105.61	175,809	D
Common Stock	07/20/2007	S	100	D	\$ 105.6	175,709	D
Common Stock	07/20/2007	S	100	D	\$ 105.59	175,609	D
	07/20/2007	S	800	D	\$ 105.58	174,809	D

Common
Stock

Common Stock	07/20/2007	S	300	D	\$ 105.54	174,509	D
Common Stock	07/20/2007	S	200	D	\$ 105.53	174,309	D
Common Stock	07/20/2007	S	200	D	\$ 105.52	174,109	D
Common Stock	07/20/2007	S	600	D	\$ 105.51	173,509	D

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

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(9-02)

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 Underlying Se (Instr. 3 and 4)
Non-Qualified Stock Option - right to buy	\$ 23.9688	07/20/2007		M	40,000	01/08/2004 ⁽¹⁾ 01/08/2011	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALESIO STEVEN W 103 JFK PARKWAY SHORT HILLS, NJ 07078	X		Chairman and CEO	

Signatures

/s/ Steven W.
Alesio

07/24/2007

__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).
- (1) One-third of the option vested each year beginning on the date indicated.

Remarks:

These transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 15, 2007. The

This is the first of four Form 4 filings to report these transactions.

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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