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

DUN & BRADSTREET CORP/NW

Form 4 March 03, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FERNANDEZ JAMES N			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) 103 JFK PA		Middle)	3. Date of Earliest TransactionX(Month/Day/Year)			_X_ Director Officer (gives)		6 Owner er (specify		
			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	I - Non-De	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year) Executi	emed on Date, if /Day/Year)	3. Transactic Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	l (A) c l of (D))	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)
Common Stock	03/01/2006			A	410	A	\$0	4,360.79	D	

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	2 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
Phantom Stock				Code V	5) (A) ((D)	Date Exercisable	Expiration Date	Title	Amour Number Shares
Units - Deferred Compensation	(2)	03/01/2006		A	997.823		<u>(3)</u>	<u>(4)</u>	Common Stock	997.8 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
FERNANDEZ JAMES N 103 JFK PARKWAY SHORT HILLS, NJ 07078	X						

Signatures

(1)

/s/ Marjorie Pierre-Merritt for James N.
Fernandez

03/03/2006

**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).
- (1) Phantom stock is reported in units vs. shares in the D&B Common Stock Fund of The Dun & Bradstreet Corporation Non-Employee Directors Deferred Compensation Plan (the "Plan").
- Each phantom stock unit entitles the reporting person to a cash payment based on the value on the payout date of the issuer's common (2) stock corresponding to such units. Based on the \$73.76 closing price of the issuer's common stock on the transaction date, each unit corresponds to approximately 2.67 shares.
- (3) The reporting person may transfer his phantom stock units to alternative investment funds in the Plan beginning three years from transaction date.
- (4) Phantom stock units are settled in cash after the reporting person ceases to be a member of the issuer's board of directors.

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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