

DUN & BRADSTREET CORP/NW  
 Form 4  
 September 19, 2007

**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 \*  
 QUINLAN MICHAEL R

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)  
 06/29/2007

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/17/2007		A	V 31.0544 (1)	A \$ 98.145	D	

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

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SEC 1474  
 (9-02)

**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)	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 Security (Instr. 3 and 4)
Phantom Stock Units - Retirement./	<u>(2)</u>	06/29/2007		A	5,226.3986 <u>(3)</u>	<u>(4)</u> <u>(4)</u>	Common Stock      5,226.3986
Phantom Stock Units - Retirement	<u>(2)</u>	09/17/2007		A	18.6768	<u>(4)</u> <u>(4)</u>	Common Stock      18.6768
Phantom Stock Units - Deferred Performance Shares	<u>(2)</u>	09/17/2007		A	4.5975	<u>(5)</u> <u>(5)</u>	Common Stock      4.5975
Phantom Stock Units - Deferred Compensation <u>(6)</u>	<u>(7)</u>	09/17/2007		A	11.768	<u>(8)</u> <u>(4)</u>	Common Stock      11.768

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
QUINLAN MICHAEL R 103 JFK PARKWAY SHORT HILLS, NJ 07078		X		

## Signatures

/s/ Christine Cappuccia for Michael R. Quinlan	09/19/2007
<u>    </u> **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) Acquired pursuant to a dividend reinvestment feature of the issuer's non-employee directors' stock incentive plan in connection with restricted stock units held by the reporting person.
  - (2) Each phantom stock unit represents the right to receive one share of the issuer's common stock.
  - (3) Exempt acquisition of phantom stock units resulting from the conversion of phantom stock units based on the common stock of Moody's Corporation. The conversion was effected pursuant to arrangements adopted in connection with the separation of the issuer from Moody's

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Corporation in 2000.

- (4) These phantom stock units are payable in cash after the reporting person ceases to be a member of the issuer's board of directors.
- (5) These phantom stock units are payable in shares after the reporting person ceases to be a member of the issuer's board of directors.
- (6) Phantom stock is reported in units vs. shares in the D&B Common Stock Fund of the issuer's 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 stock corresponding to such units. Based on the \$98.05 closing price of the issuer's common stock on the transaction date, each unit corresponds to approximately 2.68 shares.

- (8) The reporting person may transfer these phantom stock units to alternative investment funds in the Plan.

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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