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

DUN & BRA Form 4 July 06, 2006	DSTREET CORI	P/NW									
FORM	Л									PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287			
Check this box if no longer STLATENCENTE OF CHANCES IN DE								Expires:	January 31, 2005		
subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP						NERSHIP OF	Estimated average				
	Section 16. SECURITIES Form 4 or							burden hou response	•		
Form 5 obligation	Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,										
may contin See Instruct 1(b).	nue. Section 17(a)			lity Holdi estment (	•	• •		f 1935 or Sectio 40	n		
(Print or Type R	esponses)										
						5. Relationship of Issuer	Reporting Person(s) to				
Symbol				N & BRADSTREET CORP/NW				(Check all applicable)			
(Last)	(First) (Mi	iddle) 3	3. Date of I	Earliest Tra	nsaction			_X_ Director		Owner	
				/onth/Day/Year) 7/03/2006				Officer (give title     Other (specify below)			
(Street) 4. If Amer			4. If Amen	ndment, Date Original				6. Individual or Joint/Group Filing(Check			
				onth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
SHORT HIL	LS 0/0/8							Person		porting	
(City)	(State) (Z	Zip)	Table	I - Non-De	erivative S	ecuri	ties Ace	quired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)			3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)			SecuritiesHBeneficially(OwnedH	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
2				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	07/03/2006			А	430	А	\$0	6,544.25	D		

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

Persons who respond to the collection of information contained in this form are not 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)

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo Num Share
Phantom Stock Units - Deferred Compensation	(2)	07/03/2006		A	1,055.257	<u>(3)</u>	(4)	Common Stock	1,05

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
PETERSON SANDRA E 103 JFK PARKWAY SHORT HILLS 07078	Х						
Signatures							

/s/ Marjorie Pierre-Merritt for Sandra E. 07/06/2006 Peterson

\*\*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 \$69.69 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.