

DUN & BRADSTREET CORP/NW

Form 4

March 05, 2015

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
VELDRAN RICHARD H

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)
03/03/2015

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

Chief Financial Officer

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)
____X____ 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	03/03/2015		M	Amount 1,180 (1)	A \$ 0	11,197.7653	D
Common Stock	03/03/2015		F	429 (2)	D \$ 131.555	10,768.7653	D
Common Stock						930.2302 (3)	I
							HELD IN ESPP

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

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information contained in this form are not
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SEC 1474
(9-02)

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. 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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Leveraged Restricted Stock Units	(1)	03/03/2015		M	1,111 (1)	(1) 03/03/2017	Common Stock	1,180 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships
VELDRAN RICHARD H 103 JFK PARKWAY SHORT HILLS, NJ 07078	Director 10% Owner Officer Other Chief Financial Officer

Signatures

/s/ Kristin R. Kaldor for Richard H. Veldran by POA previously
filed

03/05/2015

**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).

- Represents the vesting and payout of the first tranche (1/3) of the leveraged restricted stock units (3,334) granted on March 3, 2014 at
- (1) 106.3% based on the issuer's stock price performance during the performance period from 1/1/2014-12/31/2014 and includes 69 additional shares above the target number of shares originally reported.
 - (2) The reporting person made an irrevocable election in November 2014 to satisfy tax withholding obligations relating to the vesting of shares of Common Stock previously awarded through the deduction of shares from the vested amount.
 - (3) Held in the issuer's employee stock purchase plan (ESPP) as of 03/05/2015.

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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