QUINLAN MICHAEL R

Form 4 July 06, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

obligations

may continue.

See Instruction

Form 5

Check this box

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * QUINLAN MICHAEL R

(First)

(Street)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Symbol

DUN & BRADSTREET CORP/NW

(Check all applicable)

[DNB]

3. Date of Earliest Transaction

4. If Amendment, Date Original

X Director 10% Owner Officer (give title Other (specify

(Month/Day/Year) 103 JFK PARKWAY

(Middle)

07/01/2009

6. Individual or Joint/Group Filing(Check

(Instr. 4)

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

below)

SHORT HILLS 07078

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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)

7. Title and Amount 1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and Derivative Conversion **Transaction**Derivative **Expiration Date** Underlying Securitie (Month/Day/Year) Execution Date, if Code (Month/Day/Year) (Instr. 3 and 4) Security or Exercise Securities any

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Derivative Disposed of (D) Security (Instr. 3, 4, and 5) Code V **Expiration Title** (A) (D) Date Amou Exercisable Date Numb Shares Phantom Stock Units -1,173.67 1,173 Common (4) Deferred 07/01/2009 (3) (2) A (1) Stock Compensation

(Month/Day/Year) (Instr. 8) Acquired (A) or

Reporting Owners

Price of

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

Signatures

(Instr. 3)

(1)

/s/ Christine Cappuccia for Michael R.

Quinlan

07/06/2009

**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 \$81.40 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 these 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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