

Konidaris Tasos
Form 4
March 03, 2011

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 *
Konidaris Tasos

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)
03/01/2011

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
SVP, 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)
 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 | 03/01/2011 | | A | (A) or (D) 5,069 (1) | \$ 0 19,411.1923 | D | |
| Common Stock | 03/01/2011 | | F | 274 (2) | \$ 80.45 19,137.1923 | D | |
| Common Stock | | | | | 7.03 (3) | I | Held in 401(k) |
| Common Stock | | | | | 1,689.548 (4) | I | Held in ESPP |

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

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(9-02)

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option - right to buy | \$ 80.45 | 03/01/2011 | | A | 17,000 | 03/01/2012 ⁽⁵⁾ 03/01/2021 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Konidaris Tasos 103 JFK PARKWAY SHORT HILLS, NJ 07078 | | | SVP, Chief Financial Officer | |

Signatures

/s/ Christine Cappuccia for Tasos
Konidaris 03/03/2011

__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) Grant of restricted stock units which vests in three installments -- 20% one year from grant date, 30% two years from grant date and the remaining 50% three years from grant date.
- (2) The reporting person made an irrevocable election in November 2010 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 401(k) plan as of 2/28/11.
- (4) Held in the issuer's employee stock purchase plan (ESPP) as of 2/4/11.
- (5) One-fourth of the option vests each year beginning on the date indicated.

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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