

DUN & BRADSTREET CORP/NW
Form 4
August 04, 2016

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 *
PIETRONTONE ANTHONY JR

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)
08/03/2016

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
PAO & Corporate Controller

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 08/03/2016 | | M | | 975 A \$ 70.54 | D | |
| Common Stock | 08/03/2016 | | M | | 2,050 A \$ 80.45 | D | |
| Common Stock | 08/03/2016 | | M | | 1,275 A \$ 82.8 | D | |
| Common Stock | 08/03/2016 | | S | | 4,300 D \$ 138.8977 | D | |
| Common Stock | 08/03/2016 | | S | | 1,511 D \$ 138.926 | D | |

Common Stock 0.5874 ⁽³⁾ I HELD IN ESPP

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.

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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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Option - Right to Buy | \$ 70.54 | 08/03/2016 | | M | 975 ⁽⁴⁾ | 02/11/2011 02/11/2020 | Common Stock | 975 |
| Non-Qualified Stock Option - Right to Buy | \$ 80.45 | 08/03/2016 | | M | 2,050 ⁽⁵⁾ | 03/01/2012 03/01/2021 | Common Stock | 2,050 |
| Non-Qualified Stock Option - Right to Buy | \$ 82.8 | 08/03/2016 | | M | 1,275 ⁽⁶⁾ | 03/01/2013 03/01/2022 | Common Stock | 1,275 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PIETRONTONE ANTHONY JR 103 JFK PARKWAY SHORT HILLS, NJ 07078 | | | PAO & Corporate Controller | |

Signatures

/s/ Kristin R. Kaldor for Anthony Pietrontone, Jr. by POA previously filed 08/04/2016

__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) Represents the weighted average sales price of options exercised. Actual prices ranged from \$138.8800 to \$138.9912. Upon request from the SEC or a shareholder of the issuer, the reporting person will provide information on the number of shares sold at each separate price.
- (2) Represents the sales price of long shares sold.
- (3) Held in the issuer's employee stock purchase plan (ESPP) as of 8/4/2016.
- (4) One-fourth of the options (3,900) vested each year beginning on the date indicated.
- (5) One-fourth of the options (4,100) vested each year beginning on the date indicated.
- (6) One-fourth of the options (5,100) vested 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. 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.