

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 *
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)
08/03/2016

____ Director
 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)
 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		
Common Stock	08/03/2016		M		1,900	A	\$ 70.54
Common Stock	08/03/2016		M		7,900	A	\$ 80.45
Common Stock	08/03/2016		M		11,700	A	\$ 82.8
Common Stock	08/03/2016		S		21,500	D	\$ 139.5289 (1)
Common Stock	08/03/2016		S		6,810	D	\$ 139.749 (2)
							15,367.036
							23,267.036
							34,967.036
							13,467.036
							6,657.036

Shares
 Held in 08/03/2016 S 848.2174 D \$ 139.618 196.6163 I HELD
 ESPP (3) 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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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option - Right to Buy	\$ 70.54	08/03/2016		M	1,900	02/11/2011 ⁽⁴⁾ 02/11/2020	Common Stock
Non-Qualified Stock Option - Right to Buy	\$ 80.45	08/03/2016		M	7,900	03/01/2012 ⁽⁵⁾ 03/01/2021	Common Stock
Non-Qualified Stock Option - Right to Buy	\$ 82.8	08/03/2016		M	11,700	03/02/2013 ⁽⁶⁾ 03/01/2022	Common Stock

Reporting Owners

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

Signatures

/s/ Kristin R. Kaldor for Richard H. Veldran 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 sale price of options exercised. Actual prices ranged from \$138.69 to \$140.26. 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 weighted average sales price of long shares sold. Actual prices ranged from \$138.67 to \$140.7150. 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.
- (3) Represents the weighted average sale price of ESPP shares sold. Actual prices ranged from \$139.5980 to \$139.6470. 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.
- (4) One-fourth of the options (7,600) vested each year beginning on the date indicated.
- (5) One-fourth of the options (7,900) vested each year beginning on the date indicated.
- (6) One-fourth of the options (11,700) 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.