

Williams Roslynn
Form 4
February 12, 2019

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 *
Williams Roslynn

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)
02/08/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief People Officer

SHORT HILLS, NJ 07078

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

(City) (State) (Zip)

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 | (A) or (D) | Price | | |
| Common Stock | 02/08/2019 | | A | | 7,362 | A | \$ 0 9,845.2548 | D | |
| Common Stock | 02/08/2019 | | D | | 9,845.2548 (1) | D | \$ 145 0 | D | |
| Common Stock | 02/08/2019 | | D | | 652.6882 (1) (2) | D | \$ 145 0 | I | HELD IN ESPP |

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

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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 | (3) | 02/08/2019 | | D | 2,589 (3) | (3) 03/01/2021 | Common Stock | 2,589 (3) |
| Leveraged Restricted Stock Units | (4) | 02/08/2019 | | D | 1,777 (4) | (4) 03/01/2020 | Common Stock | 1,777 (4) |
| Leveraged Restricted Stock Units | (5) | 02/08/2019 | | D | 874 (5) | (5) 03/01/2019 | Common Stock | 874 (5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Williams Roslynn 103 JFK PARKWAY SHORT HILLS, NJ 07078 | | | Chief People Officer | |

Signatures

/s/ Karen K. Pettiford-Wilson for Roslynn Williams by POA previously filed 02/12/2019

**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)

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Cancelled pursuant to the merger agreement between The Dun & Bradstreet Corporation, Star Parent L.P. and Star Merger Sub, Inc., in exchange for the merger consideration price of \$145.00 per share.

- (2) Held in the issuer's employee stock purchase plan (ESPP) as of 2/8/2019.
- (3) Represents the cancellation and payout of the first, second and third tranches (each tranche, 1/3) of the leveraged restricted stock units (2,589) granted on March 1, 2018, assuming 100% of target.
- (4) Represents the cancellation and payout of the second (1/3) and third (1/3) tranches of the leveraged restricted stock units (2,665) granted on March 1, 2017, assuming 100% of target.
- (5) Represents the cancellation and payout of the third (1/3) tranche of the leveraged restricted stock units (2,621) granted on March 1, 2016, assuming 100% of target.

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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