

LEWINTER DAVID J
Form 4
March 07, 2008

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 *
LEWINTER DAVID J

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)
03/05/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Global Reengineering

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	03/05/2008		M	14,660 A \$ 53.3	30,112	D	
Common Stock	03/05/2008		S	100 D \$ 85.23	30,012	D	
Common Stock	03/05/2008		S	300 D \$ 85.21	29,712	D	
Common Stock	03/05/2008		S	200 D \$ 85.2	29,512	D	
Common Stock	03/05/2008		S	100 D \$ 85.19	29,412	D	

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Common Stock	03/05/2008	S	600	D	\$ 85.18	28,812	D
Common Stock	03/05/2008	S	300	D	\$ 85.17	28,512	D
Common Stock	03/05/2008	S	399	D	\$ 85.16	28,113	D
Common Stock	03/05/2008	S	1,100	D	\$ 85.15	27,013	D
Common Stock	03/05/2008	S	600	D	\$ 85.14	26,413	D
Common Stock	03/05/2008	S	1,400	D	\$ 85.13	25,013	D
Common Stock	03/05/2008	S	300	D	\$ 85.11	24,713	D
Common Stock	03/05/2008	S	1,200	D	\$ 85.1	23,513	D
Common Stock	03/05/2008	S	241	D	\$ 85.09	23,272	D
Common Stock	03/05/2008	S	360	D	\$ 85.08	22,912	D
Common Stock	03/05/2008	S	2,500	D	\$ 85.07	20,412	D
Common Stock	03/05/2008	S	100	D	\$ 85.06	20,312	D
Common Stock	03/05/2008	S	900	D	\$ 85.05	19,412	D
Common Stock	03/05/2008	S	400	D	\$ 85.04	19,012	D
Common Stock	03/05/2008	S	200	D	\$ 85.03	18,812	D
Common Stock	03/05/2008	S	501	D	\$ 85.02	18,311	D
Common Stock	03/05/2008	S	100	D	\$ 85.01	18,211	D
Common Stock	03/05/2008	S	1,859	D	\$ 85	16,352	D
Common Stock	03/05/2008	S	200	D	\$ 84.99	16,152	D
Common Stock	03/05/2008	S	100	D	\$ 84.98	16,052	D
	03/05/2008	S	400	D		15,652	D

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Common Stock					\$ 84.97				
Common Stock	03/05/2008		S	200	D	\$ 84.93	15,452	D	
Common Stock							311.507 ⁽¹⁾	I	Held in 401(k)
Common Stock							950.828 ⁽²⁾	I	Held in ESPP

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

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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 Underlying Security (Instr. 3 and 4)
Non-Qualified Stock Option - right to buy	\$ 53.3	03/05/2008		M	14,660	02/09/2005 ⁽³⁾ 02/09/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEWINTER DAVID J 103 JFK PARKWAY SHORT HILLS, NJ 07078			SVP, Global Reengineering	

Signatures

/s/ David J. Lewinter 03/07/2008

**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) Held in the issuer's 401(k) plan as of 2/29/08.
- (2) Held in the issuer's Employee Stock Purchase Plan (ESPP) as of 3/5/08.
- (3) One-fourth of the option vested each year beginning on the date indicated.

Remarks:

These transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 1, 2008.

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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