

ALESIO STEVEN W  
 Form 4  
 February 12, 2009

**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 \*  
 ALESIO STEVEN W

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)  
 02/10/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman and CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 02/10/2009                           |  | M                              |   | \$ 20,000   | A  | 36.16 168,456 D                                       |
| Common Stock                    | 02/10/2009                           |  | S                              |   | \$ 20,000   | D  | 78.61 148,456 D                                       |
| Common Stock                    | 02/11/2009                           |  | M                              |   | \$ 45,000   | A  | 36.16 193,456 D                                       |
| Common Stock                    | 02/11/2009                           |  | S                              |   | \$ 43,361   | D  | 77.87 150,095 D                                       |
|                                 | 02/11/2009                           |  | S                              |   | \$ 1,639  | D  | 148,456 D   |

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|              |                           |                      |   |                |
|--------------|---------------------------|----------------------|---|----------------|
| Common Stock | \$<br>78.42<br><u>(3)</u> |                      |   |                |
| Common Stock |                           | 1,038.414 <u>(4)</u> | I | Held in 401(k) |
| Common Stock |                           | 3,365.15 <u>(5)</u>  | 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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(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  | \$ 36.16   | 02/10/2009                           |  | M                              | 20,000  | 12/19/2004 <sup>(6)</sup> 12/19/2011                     | Common Stock                                      |       |
| Non-Qualified Stock Option - right to buy  | \$ 36.16   | 02/11/2009                           |  | M                              | 45,000  | 12/19/2004 <sup>(6)</sup> 12/19/2011                     | Common Stock                                      |       |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| ALESIO STEVEN W<br>103 JFK PARKWAY<br>SHORT HILLS, NJ 07078 | X             |           | Chairman and CEO |       |

## Signatures

/s/ Steven W. Alesio 02/12/2009

\_\_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. Actual prices ranged from \$78.06 to \$78.99. Upon request from the SEC or a stockholder 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. Actual prices ranged from \$77.32 to \$78.31. Upon request from the SEC or a stockholder of the issuer, the reporting person will provide information on the number of shares sold at each separate price.
- (3) Represents the weighted average sales price. Actual prices ranged from \$78.32 to \$78.55. Upon request from the SEC or a stockholder of the issuer, the reporting person will provide information on the number of shares sold at each separate price.
- (4) Held in the issuer's 401(k) plan as of 1/31/09.
- (5) Held in the issuer's Employee Stock Purchase Plan (ESPP) as of 12/31/08.
- (6) One-third of the option 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.

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