

LEWINTER DAVID J
Form 4
March 05, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
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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)
03/03/2008

____ Director
 Officer (give title below) _____ 10% Owner
_____ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/03/2008 | | M | A | \$ 11,400 34.165 | 26,852 | D |
| Common Stock | 03/03/2008 | | S | D | \$ 200 86.9 | 26,652 | D |
| Common Stock | 03/03/2008 | | S | D | \$ 100 86.89 | 26,552 | D |
| Common Stock | 03/03/2008 | | S | D | \$ 300 86.88 | 26,252 | D |
| Common Stock | 03/03/2008 | | S | D | \$ 300 86.86 | 25,952 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 03/03/2008 | S | 200 | D | \$ 86.84 | 25,752 | D |
| Common Stock | 03/03/2008 | S | 300 | D | \$ 86.83 | 25,452 | D |
| Common Stock | 03/03/2008 | S | 100 | D | \$ 86.82 | 25,352 | D |
| Common Stock | 03/03/2008 | S | 1,000 | D | \$ 86.81 | 24,352 | D |
| Common Stock | 03/03/2008 | S | 600 | D | \$ 86.8 | 23,752 | D |
| Common Stock | 03/03/2008 | S | 1,200 | D | \$ 86.78 | 22,552 | D |
| Common Stock | 03/03/2008 | S | 100 | D | \$ 86.69 | 22,452 | D |
| Common Stock | 03/03/2008 | S | 600 | D | \$ 86.64 | 21,852 | D |
| Common Stock | 03/03/2008 | S | 400 | D | \$ 86.62 | 21,452 | D |
| Common Stock | 03/03/2008 | S | 1,100 | D | \$ 86.61 | 20,352 | D |
| Common Stock | 03/03/2008 | S | 100 | D | \$ 86.59 | 20,252 | D |
| Common Stock | 03/03/2008 | S | 300 | D | \$ 86.47 | 19,952 | D |
| Common Stock | 03/03/2008 | S | 500 | D | \$ 86.45 | 19,452 | D |
| Common Stock | 03/03/2008 | S | 100 | D | \$ 86.42 | 19,352 | D |
| Common Stock | 03/03/2008 | S | 100 | D | \$ 86.37 | 19,252 | D |
| Common Stock | 03/03/2008 | S | 400 | D | \$ 86.36 | 18,852 | D |
| Common Stock | 03/03/2008 | S | 700 | D | \$ 86.35 | 18,152 | D |
| Common Stock | 03/03/2008 | S | 200 | D | \$ 86.34 | 17,952 | D |
| Common Stock | 03/03/2008 | S | 100 | D | \$ 86.33 | 17,852 | D |
| Common Stock | 03/03/2008 | S | 300 | D | \$ 86.32 | 17,552 | D |
| | 03/03/2008 | S | 200 | D | \$ 86.26 | 17,352 | D |

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| | | | | | | | | |
|--------------|------------|--|---|-----|---|----------|--------|---|
| Common Stock | | | | | | | | |
| Common Stock | 03/03/2008 | | S | 100 | D | \$ 86.23 | 17,252 | D |
| Common Stock | 03/03/2008 | | S | 300 | D | \$ 86.22 | 16,952 | D |
| Common Stock | 03/03/2008 | | S | 400 | D | \$ 86.2 | 16,552 | D |
| Common Stock | 03/03/2008 | | S | 100 | D | \$ 86.19 | 16,452 | D |

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 | \$ 34.165 | 03/03/2008 | | M | 11,400 | 02/12/2006 ⁽¹⁾ | 02/12/2013 | 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

03/05/2008

__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) One-third of the option vested each year beginning on the date indicated.

Remarks:

One of two Forms 4 being filed in connection with these transactions. These transactions were effected pursuant to a Rule 10b

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.