

ALESIO STEVEN W
 Form 4
 February 16, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)
 02/11/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------------|---|----------------|
| | | | Code | V | Amount (D) Price | | | | | |
| Common Stock | 02/11/2010 | | A | | 23,748 (1) | A | \$ 0 | 109,048 | D | |
| Common Stock | | | | | | | | 1,123.512 (2) | I | Held in 401(k) |
| Common Stock | | | | | | | | 3,424.119 (3) | 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 Underlying Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|-----------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option - right to buy | \$ 70.54 | 02/11/2010 | | A | | 84,800 | | 02/11/2011 ⁽⁴⁾ | 02/11/2020 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ALESIO STEVEN W 103 JFK PARKWAY SHORT HILLS, NJ 07078 | X | | Chairman of the Board | |

Signatures

/s/ Christine Cappuccia for Steven W. Alesio
Date: 02/16/2010

**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) Grant of restricted stock units (RSUs) which vests in three installments -- 20% one year from grant date, 30% two years from grant date and the remaining 50% three years from grant date. This RSU grant, which typically would be forfeited if employment ended within one year of the date of grant, is not subject to forfeiture provided that the reporting person remains a full-time employee as Chairman of the Board of the issuer through June 30, 2010.
- (2) Held in the issuer's 401(k) as of February 15, 2010, and includes 26,783 shares acquired under the plan since the date of the reporting person's last ownership report.
- (3) Held in the issuer's employee stock purchase plan (ESPP) as of February 8, 2010 (latest available date).
- (4) One-fourth of the option vests each year beginning on the date indicated. This stock option grant, which typically would be forfeited if employment ended within one year of the date of grant, is not subject to forfeiture provided that the reporting person remains a full-time employee as Chairman of the Board of the issuer through June 30, 2010.

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.