

PIETRONTONE ANTHONY JR
 Form 4
 March 05, 2013

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 *
 PIETRONTONE ANTHONY JR

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)
 03/01/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 PAO & Corporate Controller

SHORT HILLS, NJ 07078

(City) (State) (Zip)

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

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) Code V Amount (D) Price			
Common Stock	03/01/2013		A	763 ⁽¹⁾ A \$ 0	7,336.5753	D	
Common Stock	03/01/2013		F	539 ⁽²⁾ D \$ 80.38	6,797.5753	D	
Common Stock					541.703 ⁽³⁾	I	Held in 401(k)
Common Stock					0.5874 ⁽⁴⁾	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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	9. Amount or Number of Shares
Leveraged Restricted Stock Units	(5)	03/01/2013		A	1,361	(5) (5)	Common Stock	1,361	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PIETRONTONE ANTHONY JR 103 JFK PARKWAY SHORT HILLS, NJ 07078			PAO & Corporate Controller	

Signatures

/s/ Christine Cappuccia for Anthony Pietrontone Jr. 03/05/2013

__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 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.
- (2) The reporting person made an irrevocable election in November 2012 to withhold shares to satisfy tax withholding obligations on restricted stock unit awards.
- (3) Held in the issuer's 401(k) plan as of 2/28/13.
- (4) Held in the issuer's employee stock purchase plan (ESPP) as of 2/28/13.

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- Each performance share represents a contingent right for the reporting person to receive, on each of the first, second and third anniversaries of the date of grant, a distribution of common stock equal to 0% to 200% of the reported target performance shares based on
- (5) the issuer's stock price performance during the designated performance periods, as follows: the first distribution is tied to the issuer's one-year stock price performance (1/1/2013 - 12/31/2013); the second distribution is tied to the issuer's two-year stock price performance (1/1/2013 - 12/31/2014); and the third distribution is tied to the issuer's three-year stock price performance (1/1/2013 - 12/31/2015).

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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