

DUN & BRADSTREET CORP/NW

Form 4

March 12, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CLIFFORD PATRICIA A

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)
03/08/2007

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

SVP Human Resources

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

SHORT HILLS, NJ 07078

(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	03/08/2007		M		12,100	A	\$ 23.7188
Common Stock	03/08/2007		M		2,667	A	\$ 36.16
Common Stock	03/08/2007		S		200	D	\$ 88.3
Common Stock	03/08/2007		S		1,100	D	\$ 88.28
Common Stock	03/08/2007		S		1,000	D	\$ 88.24

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Common Stock	03/08/2007	S	400	D	\$ 88.2	25,867	D	
Common Stock	03/08/2007	S	700	D	\$ 88.19	25,167	D	
Common Stock	03/08/2007	S	378	D	\$ 88.17	24,789	D	
Common Stock	03/08/2007	S	200	D	\$ 88.16	24,589	D	
Common Stock	03/08/2007	S	300	D	\$ 88.15	24,289	D	
Common Stock	03/08/2007	S	100	D	\$ 88.1	24,189	D	
Common Stock	03/08/2007	S	500	D	\$ 88.05	23,689	D	
Common Stock	03/08/2007	S	100	D	\$ 88	23,589	D	
Common Stock	03/08/2007	S	300	D	\$ 87.98	23,289	D	
Common Stock	03/08/2007	S	300	D	\$ 87.94	22,989	D	
Common Stock	03/08/2007	S	100	D	\$ 87.93	22,889	D	
Common Stock	03/08/2007	S	500	D	\$ 87.91	22,389	D	
Common Stock	03/08/2007	S	100	D	\$ 87.9	22,289	D	
Common Stock	03/08/2007	S	100	D	\$ 87.89	22,189	D	
Common Stock	03/08/2007	S	100	D	\$ 87.87	22,089	D	
Common Stock	03/08/2007	S	600	D	\$ 87.8	21,489	D	
Common Stock	03/08/2007	S	1,700	D	\$ 87.79	19,789	D	
Common Stock	03/08/2007	S	1,600	D	\$ 87.78	18,189	D	
Common Stock	03/08/2007	S	1,600	D	\$ 87.77	16,589	D	
Common Stock						1,205.157 ⁽¹⁾	I	Held in 401(k)

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

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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 Se (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option - right to buy	\$ 23.7188	03/08/2007		M	12,100	12/04/2003 ⁽²⁾ 12/04/2010	Common Stock
Non-Qualified Stock Option - right to buy	\$ 36.16	03/08/2007		M	2,667	12/19/2004 ⁽²⁾ 12/19/2011	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CLIFFORD PATRICIA A
103 JFK PARKWAY
SHORT HILLS, NJ 07078

SVP Human Resources

Signatures

/s/ Patricia A.
Clifford

03/12/2007

**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 Company's 401(k) plan as of 2/28/07.

(2) 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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