

EQUIFAX INC
Form 4
May 17, 2007

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 *
CANFIELD WILLIAM W

(Last) (First) (Middle)

1550 PEACHTREE STREET, N.W.

(Street)

ATLANTA, GA 30309

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EQUIFAX INC [EFX]

3. Date of Earliest Transaction
(Month/Day/Year)
05/15/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 05/15/2007 | | A | (A) or (D) A | Amount (1) (2) 1,267,554 Price (2) 1,267,554 | D | |
| Common Stock | 05/15/2007 | | A | (A) or (D) A | Amount (1) (3) 21,096 Price (3) 21,096 | I | By Spouse |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Security (Instr. 3 and 4) | Amount of Underlying Security | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|-----------------|--------------|-------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount of Underlying Security |
| Stock Option/Right to Buy | \$ 2.42 | 05/15/2007 | | A | | 70,322 (1) | | (4) | 05/14/2009 | Common Stock | 70,322 |
| Stock Option/Right to Buy | \$ 4.65 | 05/15/2007 | | A | | 28,129 (1) | | (4) | 05/10/2010 | Common Stock | 28,129 |
| Stock Option/Right to Buy | \$ 4.65 | 05/15/2007 | | A | | 42,193 (1) | | (4) | 05/10/2010 | Common Stock | 42,193 |
| Stock Option/Right to Buy | \$ 13.01 | 05/15/2007 | | A | | 10,981 (1) | | (4) | 05/01/2011 | Common Stock | 10,981 |
| Stock Option/Right to Buy | \$ 13.01 | 05/15/2007 | | A | | 202,117 (1) | | (4) | 05/01/2011 | Common Stock | 202,117 |
| Stock Option/Right to Buy | \$ 9.35 | 05/15/2007 | | A | | 10,689 (1) | | (4) | 05/22/2012 | Common Stock | 10,689 |
| Stock Option/Right to Buy | \$ 9.35 | 05/15/2007 | | A | | 86,172 (1) | | (4) | 05/22/2012 | Common Stock | 86,172 |
| Stock Option/Right to Buy | \$ 9.93 | 05/15/2007 | | A | | 20,288 (1) | | (4) | 02/26/2014 | Common Stock | 20,288 |
| Stock Option/Right to Buy | \$ 9.93 | 05/15/2007 | | A | | 28,142 (1) | | (4) | 02/26/2014 | Common Stock | 28,142 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CANFIELD WILLIAM W 1550 PEACHTREE STREET, N.W. ATLANTA, GA 30309 | | X | | |

Signatures

/s/ Canfield,
William W.

05/15/2007

__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) Acquired pursuant to the merger (Merger) contemplated by the Agreement and Plan of Merger dated as of February 14, 2007 by and among TALX Corporation (TALX), Equifax Inc. (Equifax) & Chipper Corporation (Merger Agreement). At the effective time of the Merger, each outstanding share of TALX common stock, par value \$.01, was converted into the right to receive either 0.861 shares of Equifax common stock, par value \$1.25, or \$35.50 in cash, or a combination of both, at the election of the reporting person, subject to proration and allocation procedures set forth in the Merger Agreement. As such proration and allocation calculations have not yet been completed as of the date of this filing, it is not possible to determine the exact amount of Merger consideration to be received by the reporting person in the Merger. The number of shares reported is a good faith estimate and we intend to file an amendment to this Form 4 promptly after the final proration calculations are complete.

(2) Received in exchange for 1,472,189 shares of TALX common stock in connection with the Merger. On 5/15/07, the effective date of the Merger, the closing price of TALX's common stock was \$35.45 per share, and the closing price of Equifax's common stock was \$41.32 per share.

(3) Received in exchange for 24,502 shares of TALX common stock in connection with the Merger.

(4) The option vests in full on 5/15/07.

(5) Acquired pursuant to the Merger described in footnote 1 above. At the effective time of the Merger, each TALX stock option that was outstanding and unexercised immediately prior to the effective time of the Merger was converted automatically into a fully vested option to purchase Equifax common stock. The number of shares of Equifax common stock subject to the Equifax stock option is equal to the product of the number of shares of TALX common stock subject to the TALX stock option & the exchange ratio determined pursuant to the Merger Agreement of 0.861, rounded down to the nearest whole share. The exercise price per share of Equifax common stock subject to the new Equifax stock option is equal to the exercise price per share of TALX common stock under the TALX stock option divided by the exchange ratio, rounded up to the nearest whole cent.

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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