

DUN & BRADSTREET CORP/NW
 Form 4
 March 05, 2015

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 *
VELDRAN RICHARD H

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)
03/03/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/03/2015		M		1,180 (1) A \$ 0	D	
Common Stock	03/03/2015		F		429 (2) D \$ 131.555	D	
Common Stock					930.2302 (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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SEC 1474 (9-02)

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Leveraged Restricted Stock Units	(1)	03/03/2015		M	1,111 (1)	(1) 03/03/2017	Common Stock	1,180 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VELDRAN RICHARD H 103 JFK PARKWAY SHORT HILLS, NJ 07078			Chief Financial Officer	

Signatures

/s/ Kristin R. Kaldor for Richard H. Veldran by POA previously filed 03/05/2015

__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) Represents the vesting and payout of the first tranche (1/3) of the leveraged restricted stock units (3,334) granted on March 3, 2014 at 106.3% based on the issuer's stock price performance during the performance period from 1/1/2014-12/31/2014 and includes 69 additional shares above the target number of shares originally reported.
 - (2) The reporting person made an irrevocable election in November 2014 to satisfy tax withholding obligations relating to the vesting of shares of Common Stock previously awarded through the deduction of shares from the vested amount.
 - (3) Held in the issuer's employee stock purchase plan (ESPP) as of 03/05/2015.

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. TD> 1.01 0.63 0.39 0.24 0.14 0.02
June 15, 2009

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3.93	3.49	2.76	2.21	1.69	1.31	1.02	0.63	0.39	0.23	0.14	0.02
June 15, 2010											
3.93	3.63	2.85	2.26	1.72	1.32	1.02	0.62	0.38	0.22	0.13	0.02
June 15, 2011											
3.93	3.74	2.91	2.29	1.72	1.30	1.00	0.59	0.35	0.20	0.11	0.01
June 15, 2012											
3.93	3.82	2.93	2.28	1.68	1.26	0.95	0.54	0.31	0.17	0.09	0.00
June 15, 2013											
3.93	3.85	2.90	2.21	1.60	1.16	0.86	0.47	0.25	0.13	0.06	0.00
June 15, 2014											
3.93	3.79	2.77	2.05	1.43	1.00	0.71	0.36	0.17	0.08	0.03	0.00
June 15, 2015											
3.93	3.56	2.48	1.74	1.13	0.74	0.48	0.20	0.08	0.02	0.00	0.00
June 15, 2016											
3.93	2.99	1.85	1.13	0.60	0.32	0.17	0.04	0.00	0.00	0.00	0.00
June 15, 2017											
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

The stock prices and additional share amounts set forth above are based upon a closing sale price of \$33.17 on June 5, 2007 and an initial conversion rate of 26.2154 shares of our common stock per \$1,000 in principal amount of notes, which is equal to an initial conversion price of approximately \$38.15 per share.

The exact stock price and conversion dates may not be set forth in the table in which case, if the stock price is: between two stock price amounts on the table or the conversion date is between two dates on the table, the number of additional shares will be determined by straight-line interpolation between the number of additional shares set forth for the higher and lower stock price amounts and the two dates, as applicable, based on a 365-day year;

more than \$125.00 per share (subject to adjustment), no adjustment will be made to the conversion rate as a result of the fundamental change; or

less than \$33.17 per share (subject to adjustment), no adjustment will be made to the conversion rate as a result of the fundamental change.

Notwithstanding the foregoing, in no event will the total number of shares issuable upon conversion of a note exceed 30.1477 per \$1,000 initial principal amount of the notes, after giving effect to the increase in the conversion rate described above, subject to anti-dilution adjustments.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC web site at www.sec.gov. Alternatively, the issuer or underwriter will arrange to send you the prospectus if you request it by calling Deutsche Bank Securities toll free at 1-800-503-4611.

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