HAMBURGER CYNTHIA B
Form 5
February 14, 2003
SEC Form 5

FORM 5

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

[ ] Form 3 Holdings Reported

[ ] Form 4 Transactions Reported

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response. 1.0

1. Name and Address of Reporting Person*
Hamburger, Cynthia B.

(Last) (First) (Middle)
103 JFK Parkway

(Street)
Short Hills, NJ 07078

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
The Dun & Bradstreet Corporation
DNB

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Statement for Month/Year
12/31/2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

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

Description **SVP & Chief Technology Officer**

7. Individual or Joint/Group Filing (Check Applicable Line)

X 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount / A/D / Price			

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/	4. Transaction Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Year Reported Transaction(s)	10. Ownership Form of Derivative Securities: Direct (D)

			Year)		Of (D) (Instr. 3, 4 and 5) A or D	DE / ED	Title / Amount or Number of Shares		(Instr.4)	or Indirect (I) (Instr.4)
Phantom Stock Units (Deferred Comp.)	**1-for-1**	**(1)**		**A**	**104.89 (1) A**	**(2) / (2)**	**Common Stock / 104.89**	**(1)**	**234**	**D**

Explanation of Responses:

(1) Acquired on various dates between May 15, 2002 and August 15, 2002 at prices ranging from $31.10 to $39.64.
(2) These units are to be settled in cash after the Reporting Person's retirement.

By: /s/ by David J. Lewinter for Cynthia B. Hamburger

** Signature of Reporting Person

Date: 02/14/2003

SEC 2270 (09-02)

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

* 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).
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.