

DUN & BRADSTREET CORP/NW

Form 4

February 26, 2008

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 *
LEWINTER DAVID J

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)

02/22/2008

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

SVP, Global Reengineering

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)
Common Stock	02/22/2008		A	Amount (1) 3,468	(A) or (D) A \$ 0	17,079	D
Common Stock	02/23/2008		F	267 (2)	D \$ 90.795	16,812	D
Common Stock	02/24/2008		F	474 (2)	D \$ 90.795	16,338	D
Common Stock	02/25/2008		F	886 (2)	D \$ 90.215	15,452	D
Common Stock						311.393 (3)	I Held in 401(k)

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Common Stock 756.48 ⁽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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LEWINTER DAVID J 103 JFK PARKWAY SHORT HILLS, NJ 07078	SVP, Global Reengineering

Signatures

/s/ Annemarie Ettinger for David J. Lewinter 02/26/2008

__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 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.
- The reporting person made an irrevocable election in November 2007 to satisfy tax withholding obligations relating to the vesting of
- (2) shares of Common Stock previously awarded, through the deduction of shares from the vested amount. This election was reported on a Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission on November 21, 2007.

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(3) Held in the issuer's 401(k) plan as of 2/20/08.

(4) Held in the issuer's Employee Stock Purchase Plan (ESPP) as of 2/12/08.

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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