Edgar Filing: DUN & BRADSTREET CORP/NW - Form 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. STATEMENT STATEMENT	ES SECURITIES AND EXCHANGE (Washington, D.C. 20549 OF CHANGES IN BENEFICIAL OW SECURITIES o Section 16(a) of the Securities Exchang e Public Utility Holding Company Act o h) of the Investment Company Act of 194	NERSHIP OFStateStateStateStateStateStateStateNUMBER:3235-0287Number:3235-0287StateSt
(Print or Type Responses)		
1. Name and Address of Reporting Person <u>*</u> 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	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2014	Director 10% Owner X Officer (give title Other (specify below) Chief Financial Officer
(Street)	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
SHORT HILLS, NJ 07078		Person
(City) (State) (Zip)	Table I - Non-Derivative Securities Acc	uired, Disposed of, or Beneficially Owned
(Instr. 3) any (Month	ion Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) a/Day/Year) (Instr. 8) (A) or Code V Amount (D) Price	5. Amount of Securities6.7. Nature of IndirectBeneficiallyForm:BeneficialOwnedDirect (D)OwnershipFollowing Reportedor Indirect(Instr. 4)Transaction(s) (Instr. 3 and 4)(Instr. 4)
Common 03/01/2014 Stock	M $\frac{1,505}{(1)}$ A \$0	11,776.5751 D
Common 03/01/2014 Stock	F $\frac{1,238}{(2)}$ D $\frac{$}{99.095}$	10,538.5751 D
Common Stock		$\begin{array}{ccc} 678.7684 \underline{^{(3)}} & \mathrm{I} & \qquad & \text{Held in} \\ & & \text{ESPP} \end{array}$

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

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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. Transacti Code (Instr. 8)	5. Numb orDerivati Securitic Acquire Dispose (Instr. 3, 5)	ve es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Leveraged Restricted Stock Units	<u>(1)</u>	03/01/2014		М		1,082 (1)	<u>(1)</u>	03/01/2016	Common Stock	1,505 (1)
Leveraged Restricted Stock Units	<u>(4)</u>	03/03/2014		А	3,334 (4)		<u>(4)</u>	03/03/2017	Common Stock	3,334

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/ Maria Frucci for Richard H. Veldran		03/04/2	2014			

<u>**</u>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).

- Represents the vesting and payout of the first tranche (1/3) of the leveraged restricted stock units granted on March 1, 2013 at 139.1%
 (1) based on the issuer's stock price performance during the performance period from 1/1/2013-12/31/2013 and includes 423 additional shares above the target number of shares originally reported.
- (2) The reporting person made an irrevocable election in November 2012 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 2/27/14, and includes 78.022 shares acquired under the ESPP since the date of the reporting person's last ownership report.

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Each performance share represents a contingent right for the reporting person to receive, on each of the first, second and third anniversaries of the date of grant, a distribution of common stock equal to 0% to 200% of 1/3 of the reported target performance shares

(4) based on the issuer's stock price performance during the designated performance periods, as follows: the first distribution is tied to the issuer's one-year stock price performance (1/1/2014 - 12/31/2014); the second distribution is tied to the issuer's two-year stock price performance (1/1/2014 - 12/31/2014); the second distribution is tied to the issuer's two-year stock price performance (1/1/2014 - 12/31/2015); and the third distribution is tied to the issuer's three-year stock price performance (1/1/2014 - 12/31/2015).

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.