

DUN &amp; BRADSTREET CORP/NW

Form 4

March 04, 2016

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CARRIGAN ROBERT P

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)  
03/02/2016

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

Chief Executive 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	03/02/2016		M		4,451 (1)	A \$ 0	11,389 D
Common Stock	03/02/2016		F		1,612 (2)	D \$ 98.96	9,777 D
Common Stock	03/03/2016		M		3,770 (3)	A \$ 0	13,547 D
Common Stock	03/03/2016		F		1,370 (2)	D \$ 100.385	12,177 D
Common Stock							420.0086 (4) I

HELD IN  
ESPP

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**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
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Leveraged Restricted Stock Units	(1)	03/02/2016		M	5,578 (1)	(1) 03/02/2018	Common Stock	4,451 (1)
Leveraged Restricted Stock Units	(3)	03/03/2016		M	4,446 (3)	(3) 03/03/2017	Common Stock	3,770 (3)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARRIGAN ROBERT P 103 JFK PARKWAY SHORT HILLS, NJ 07078	X		Chief Executive Officer	

## Signatures

/s/ Kristin R. Kaldor for Robert P. Carrigan by POA previously filed 03/04/2016

\_\_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)

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Represents the vesting and payout of the first tranche (1/3) of the leveraged restricted stock units (16,736) granted on March 2, 2015 at 79.8% of target based on the issuer's stock price performance during the performance period from 1/1/2015 -12/31/2015.

- (2) The reporting person made an irrevocable election in November 2015 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) Represents the vesting and payout of the second tranche (1/3) of the leveraged restricted stock units (13,337) granted on March 3, 2014 at 84.80% of target based on the issuer's stock price performance during the performance period from 1/1/2014 -12/31/2015.
- (4) Held in the issuer's employee stock purchase plan (ESPP) as of 3/4/2016.

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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