LEWINTER DAVID J

Form 4 June 12, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

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January 31, 2005

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subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

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

1(b).

(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) 103 JFK PAR	(First) KWAY	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/08/2006	Director 10% Owner Sofficer (give title Other (specify below) below) SVP, Gen. Counsel, Corp. Secy.		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)		
SHORT HILLS, NJ 07078				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) (Instr. 3, 4 and 5) Beneficially Code Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common \$70.91 06/08/2006 S 3,900 D $9,450^{(1)}$ D Stock Common 06/08/2006 M 3,250 12,700 D 14.4083 Stock Common 06/08/2006 M 1,790 D 14,490 14.0381 Stock Common 06/08/2006 M 14,500 28,990 D Stock 23.7188 Common 06/08/2006 S 1,900 D \$71.07 27,090 D Stock

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Common Stock	06/08/2006	S	4,400	D	\$ 70.85	22,690	D	
Common Stock	06/08/2006	S	1,300	D	\$ 71.02	21,390	D	
Common Stock	06/08/2006	S	200	D	\$ 71.12	21,190	D	
Common Stock	06/08/2006	S	271	D	\$ 70.93	20,919	D	
Common Stock	06/08/2006	S	4,800	D	\$ 70.9	16,119	D	
Common Stock	06/08/2006	S	100	D	\$ 70.87	16,019	D	
Common Stock	06/08/2006	S	200	D	\$ 70.86	15,819	D	
Common Stock	06/08/2006	S	2,700	D	\$ 70.8	13,119	D	
Common Stock						308.659 (2)	I	Held in PP/IP
Common Stock						383.4058 (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)

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. Transactic Code (Instr. 8)	5. Number of or 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 An Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option - right to buy	\$ 14.4083	06/08/2006		M	3,250	12/21/2002(4)	12/21/2009	Common Stock
Non-Qualified	\$ 14.0381	06/08/2006		M	1,790	01/19/2003(4)	01/19/2010	Common

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Stock Option - Stock right to buy

Non-Qualified

Stock Option - \$ 23.7188 06/08/2006 M 14,500 12/04/2003(4) 12/04/2010 Common Stock

right to buy

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LEWINTER DAVID J 103 JFK PARKWAY SHORT HILLS, NJ 07078

SVP, Gen. Counsel, Corp. Secy.

Signatures

David J. 06/12/2006 Lewinter

**Signature of Date
Reporting Person

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) Includes 3,000 shares previously held through the ESPP (Employee Stock Purchase Plan) which were distributed to the reporting person on 4/11/06 and are now owned directly.
- (2) Held in the Company's PP/IP (Profit Participation/Investment Plan) as of 5/31/06.
- (3) Held in the Company's ESPP as of 5/22/06.
- (4) One-third of the option vests each year beginning on the date indicated.

Remarks:

The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person

The trading plan was reported on a Report on Form 8-K filed with the Securities and Exchange Commission on May 9, 2006.

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.

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