

DUN & BRADSTREET CORP/NW  
Form 4  
March 03, 2015

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
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  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/01/2015

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Financial 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Stock                    | 03/01/2015                           |  | M                              |   | 1,599 (1) \$ 0  | D  |                                   |
| Common Stock                    | 03/01/2015                           |  | F                              |   | 2,261 (2) \$ 133.76   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 930.2302 (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)

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. 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code V                         | (A) (D)   | Date Exercisable Expiration Date                         | Title   |                            |
| Leveraged Restricted Stock Units           | (1)  | 03/01/2015                           |  | M                              | 1,082<br>(1)  | (1) 03/01/2016   | Common Stock  | 1,599<br>(1)               |
| Leveraged Restricted Stock Units           | (4)  | 03/02/2015                           |  | A                              | 3,556<br>(4)  | (4) 03/02/2018   | Common Stock  | 3,556<br>(4)               |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| VELDRAN RICHARD H<br>103 JFK PARKWAY<br>SHORT HILLS, NJ 07078 |               |           | Chief Financial Officer |       |

## Signatures

/s/ Kristin R. Kaldor for Richard Veldran by POA previously filed 03/03/2015

\_\_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) Represents the vesting and payout of the second tranche (1/3) of the leveraged restricted stock units (3,247) granted on March 1, 2013 at 147.8% based on the issuer's stock price performance during the performance period from 1/1/2013-12/31/2014 and includes 517 additional shares above the target number of shares originally reported.
  - (2) The reporting person made an irrevocable election in November 2014 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 03/03/2015.

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- (4) 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 the grant, a distribution of common stock equal to 0% to 200% of 1/3 of the reported target performance shares 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 (1/1/2015 - 12/31/2015); the second distribution is tied to the issuer's two-year stock price performance (1/1/2015 - 12/31/2016); and the third distribution is tied to the issuer's three-year stock price performance (1/1/2015 - 12/31/2017).

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.