DUN & BRADSTREET CORP/NW

Form 4

February 12, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

Expires:

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January 31, 2005

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Check this box

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * FERNANDEZ JAMES N

(First)

(Street)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

DUN & BRADSTREET CORP/NW

(Check all applicable)

[DNB]

(Last)

103 JFK PARKWAY

(Middle)

3. Date of Earliest Transaction

X_ Director 10% Owner Officer (give title Other (specify

(Month/Day/Year)

02/08/2007

below)

(I)

(Instr. 4)

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

(Instr. 8)

Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

> Form filed by More than One Reporting Person

SHORT HILLS, NJ 07078

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

(State)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

Owned Following

Reported Transaction(s)

(A) or

(Instr. 3 and 4) Code V Amount (D) Price

(Instr. 3, 4 and 5)

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 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and Derivative Transaction Derivative **Expiration Date** Conversion (Month/Day/Year) Execution Date, if Code (Month/Day/Year) Security or Exercise Securities any

(Instr. 3 and 4)

7. Title and Amour

Underlying Securit

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)

(D) Date Expiration Title

Exercisable Date

1100

Amo

2,0

or Num of Share

ereisable Bate

Non-Qualified

Stock Option - \$ 88.04 02/08/2007 A 2,086 02/08/2008 02/08/2017 Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FERNANDEZ JAMES N

103 JFK PARKWAY X

SHORT HILLS, NJ 07078

Signatures

/s/ Annemarie Ettinger for James N.
Fernandez

02/12/2007

**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).

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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