

MATHEW SARA
Form 4
February 27, 2007

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
MATHEW SARA

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)
02/23/2007

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
CFO & President, U.S.

SHORT HILLS, NJ 07078

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
Person

(City) (State) (Zip)

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)
Common Stock	02/23/2007		A	Amount 11,657 (1)	A \$ 0 48,032	D	
Common Stock	02/24/2007		F	957 (2)	D \$ 90.59 47,075	D	
Common Stock					357.041 (3)	I	Held in 401k
Common Stock					1,850.423 (4)	I	Held in ESPP
Common Stock	02/25/2007		F	2,259 (2)	D \$ 90.59 44,816	D	

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

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(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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MATHEW SARA
103 JFK PARKWAY
SHORT HILLS, NJ 07078

CFO & President, U.S.

Signatures

/s/ Annemarie Ettinger for Sara
Mathew

02/27/2007

__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).

(1) Grant of restricted stock which vests in three installments -- 20% one year from grant date, 30% two years from grant date and the remaining 50% three years from grant date.

The reporting person made an irrevocable election in November 2006 to satisfy her tax withholding obligation relating to the vesting of
(2) shares of Common Stock previously awarded, through the deduction of shares from the vested amount. This election was reported on a Current Report on Form 8-K filed with the Securities and Exchange Commission on December 6, 2006.

(3) Held in the Company's 401(k) plan as of 2/15/07.

(4) Held in the Company's Employee Stock Purchase Plan (ESPP) as of 1/31/07.

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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