

QUINLAN MICHAEL R

Form 4

March 19, 2008

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
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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 \*

QUINLAN MICHAEL R

2. Issuer Name and Ticker or Trading

Symbol

DUN &amp; 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)

03/17/2008

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/17/2008		A	(A) or (D) Amount (1) 45.7 \$ 80.375	13,367.1	D	

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)**

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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. Date Exercisable Expiration Date	9. Title	10. Amount Number Shares
Phantom Stock Units - Retirement	(2)	03/17/2008		A	27.5123	(3)	(3)	Common Stock	27.51	
Phantom Stock Units - Deferred Performance Shares	(2)	03/17/2008		A	6.773	(4)	(4)	Common Stock	6.77	
Phantom Stock Units - Deferred Compensation (5)	(6)	03/17/2008		A	17.143 (5)	(7)	(3)	Common Stock	17.14 (5)	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
QUINLAN MICHAEL R 103 JFK PARKWAY SHORT HILLS, NJ 07078	X			

## Signatures

/s/ Christine Cappuccia for Michael R.  
Quinlan

03/19/2008

\_\_\_\_\_  
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) Acquired pursuant to a dividend reinvestment feature of the issuer's non-employee directors' stock incentive plan in connection with restricted stock units held by the reporting person.
- (2) Each phantom stock unit represents the right to receive one share of the issuer's common stock.
- (3) These phantom stock units are payable in cash after the reporting person ceases to be a member of the issuer's board of directors.
- (4) These phantom stock units are payable in shares after the reporting person ceases to be a member of the issuer's board of directors.
- (5) Phantom stock is reported in units vs. shares in the D&B Common Stock Fund of the issuer's non-employee directors' deferred compensation plan (the "Plan").

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- Each phantom stock unit entitles the reporting person to a cash payment based on the value on the payout date of the issuer's common
- (6) stock corresponding to such units. Based on the \$81.02 closing price of the issuer's common stock on the transaction date, each unit corresponds to approximately 2.68 shares.
- (7) The reporting person may transfer these phantom stock units to alternative investment funds in the Plan.

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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