DUN & BRADSTREET CORP/NW
Form 4
March 03, 2016

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
PEIREZ JOSHUA L

(Last) (First) (Middle)

103 JFK PARKWAY

(Street)

SHORT HILLS, NJ 07078

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
DUN & BRADSTREET CORP/NW [DNB]

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President & COO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/01/2016		A		2,708	A	$ 0	21,028.5776	D	
Common Stock	03/01/2016		M		1,944 (1)	A	$ 0	22,972.5776	D	
Common Stock	03/01/2016		F		1,735 (2)	D	$ 97.23	21,237.5776	D	

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Leveraged Restricted Stock Units	(1)	03/01/2016		M			1,649 (1)	(1)	03/01/2016	Common Stock	1,944 (1)
Leveraged Restricted Stock Units	(3)	03/01/2016		A		7,340 (3)		(3)	03/01/2019	Common Stock	7,340 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEIREZ JOSHUA L 103 JFK PARKWAY SHORT HILLS, NJ 07078			President & COO	

Signatures

/s/ Kristin R. Kaldor for Joshua L. Peirez by POA previously filed	03/03/2016
**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 third tranche (1/3) of the leveraged restricted stock units (4,947) granted on March 1, 2013 at 117.9% based on the issuer's stock price performance during the performance period from 1/1/2013 -12/31/2015 and includes 295 additional shares above the target number of shares originally reported.

(2) The reporting person made an irrevocable election in November 2015 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) 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 (1/1/2016 - 12/31/2016); the second distribution is tied to the issuer's two-year stock price performance (1/1/2016 - 12/31/2017); and the third distribution is tied to the issuer's three-year stock price performance (1/1/2016 - 12/31/2018).

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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