

DUN & BRADSTREET CORP/NW

Form 4

August 04, 2016

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

OMB APPROVAL

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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 *
VELDRAN RICHARD H2. 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)
08/03/2016____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Chief Financial Officer

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	08/03/2016		M	1,900	A \$ 70.54	15,367.036	D
Common Stock	08/03/2016		M	7,900	A \$ 80.45	23,267.036	D
Common Stock	08/03/2016		M	11,700	A \$ 82.8	34,967.036	D
Common Stock	08/03/2016		S	21,500	D \$ 139.5289 (1)	13,467.036	D
Common Stock	08/03/2016		S	6,810	D \$ 139.749 (2)	6,657.036	D

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Shares								
Held in	08/03/2016	S	848.2174	D	\$ 139.618	196.6163	I	HELD
ESPP					<u>(3)</u>			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)

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 Ar Underlying Se (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option - Right to Buy	\$ 70.54	08/03/2016		M	1,900	02/11/2011 ⁽⁴⁾ 02/11/2020	Common Stock
Non-Qualified Stock Option - Right to Buy	\$ 80.45	08/03/2016		M	7,900	03/01/2012 ⁽⁵⁾ 03/01/2021	Common Stock
Non-Qualified Stock Option - Right to Buy	\$ 82.8	08/03/2016		M	11,700	03/02/2013 ⁽⁶⁾ 03/01/2022	Common Stock

Reporting Owners

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

Signatures

/s/ Kristin R. Kaldor for Richard H. Veldran by POA previously filed 08/04/2016

 **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 weighted average sale price of options exercised. Actual prices ranged from \$138.69 to \$140.26. Upon request from the SEC or a shareholder of the issuer, the reporting person will provide information on the number of shares sold at each separate price.
- (2) Represents the weighted average sales price of long shares sold. Actual prices ranged from \$138.67 to \$140.7150. Upon request from the SEC or a shareholder of the issuer, the reporting person will provide information on the number of shares sold at each separate price.
- (3) Represents the weighted average sale price of ESPP shares sold. Actual prices ranged from \$139.5980 to \$139.6470. Upon request from the SEC or a shareholder of the issuer, the reporting person will provide information on the number of shares sold at each separate price.
- (4) One-fourth of the options (7,600) vested each year beginning on the date indicated.
- (5) One-fourth of the options (7,900) vested each year beginning on the date indicated.
- (6) One-fourth of the options (11,700) vested each year beginning on the date indicated.

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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