

ALESIO STEVEN W

Form 4

February 12, 2009

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 *
ALESIO STEVEN W

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)
02/10/2009

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

Chairman and CEO

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

SHORT HILLS, NJ 07078

(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	02/10/2009		M	V Amount (A) or (D) Price 20,000 A \$ 36.16	168,456	D	
Common Stock	02/10/2009		S	20,000 D \$ 78.61 (1)	148,456	D	
Common Stock	02/11/2009		M	45,000 A \$ 36.16	193,456	D	
Common Stock	02/11/2009		S	43,361 D \$ 77.87 (2)	150,095	D	
	02/11/2009		S	1,639 D	148,456	D	

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Common Stock	\$ 78.42 (3)		
Common Stock	1,038.414 (4)	I	Held in 401(k)
Common Stock	3,365.15 (5)	I	Held in ESPP

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 Ar Underlying Se (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option - right to buy	\$ 36.16	02/10/2009		M	20,000	12/19/2004(6) 12/19/2011	Common Stock
Non-Qualified Stock Option - right to buy	\$ 36.16	02/11/2009		M	45,000	12/19/2004(6) 12/19/2011	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALESIO STEVEN W 103 JFK PARKWAY SHORT HILLS, NJ 07078	X		Chairman and CEO	

Signatures

/s/ Steven W.
Alesio 02/12/2009

__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 sales price. Actual prices ranged from \$78.06 to \$78.99. Upon request from the SEC or a stockholder 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. Actual prices ranged from \$77.32 to \$78.31. Upon request from the SEC or a stockholder of the issuer, the reporting person will provide information on the number of shares sold at each separate price.
- (3) Represents the weighted average sales price. Actual prices ranged from \$78.32 to \$78.55. Upon request from the SEC or a stockholder of the issuer, the reporting person will provide information on the number of shares sold at each separate price.
- (4) Held in the issuer's 401(k) plan as of 1/31/09.
- (5) Held in the issuer's Employee Stock Purchase Plan (ESPP) as of 12/31/08.
- (6) One-third of the option 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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