

LEWINTER DAVID J
Form 4
June 12, 2006

FORM 4

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

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).

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 *
LEWINTER DAVID J

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)
06/08/2006

____ Director
 Officer (give title below) _____ Other (specify below)
SVP, Gen. Counsel, Corp. Secy.

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	06/08/2006		S	3,900 D \$ 70.91	9,450 ⁽¹⁾	D	
Common Stock	06/08/2006		M	3,250 A \$ 14.4083	12,700	D	
Common Stock	06/08/2006		M	1,790 A \$ 14.0381	14,490	D	
Common Stock	06/08/2006		M	14,500 A \$ 23.7188	28,990	D	
Common Stock	06/08/2006		S	1,900 D \$ 71.07	27,090	D	

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Common Stock	06/08/2006	S	4,400	D	\$ 70.85	22,690	D	
Common Stock	06/08/2006	S	1,300	D	\$ 71.02	21,390	D	
Common Stock	06/08/2006	S	200	D	\$ 71.12	21,190	D	
Common Stock	06/08/2006	S	271	D	\$ 70.93	20,919	D	
Common Stock	06/08/2006	S	4,800	D	\$ 70.9	16,119	D	
Common Stock	06/08/2006	S	100	D	\$ 70.87	16,019	D	
Common Stock	06/08/2006	S	200	D	\$ 70.86	15,819	D	
Common Stock	06/08/2006	S	2,700	D	\$ 70.8	13,119	D	
Common Stock						308.659 ⁽²⁾	I	Held in PP/IP
Common Stock						383.4058 ⁽³⁾	I	Held in ESPP

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.

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option - right to buy	\$ 14.4083	06/08/2006		M	3,250	12/21/2002 ⁽⁴⁾	12/21/2009	Common Stock
Non-Qualified	\$ 14.0381	06/08/2006		M	1,790	01/19/2003 ⁽⁴⁾	01/19/2010	Common

Stock Option - right to buy								Stock
Non-Qualified Stock Option - right to buy	\$ 23.7188	06/08/2006		M	14,500	12/04/2003 ⁽⁴⁾	12/04/2010	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEWINTER DAVID J 103 JFK PARKWAY SHORT HILLS, NJ 07078			SVP, Gen. Counsel, Corp. Secy.	

Signatures

David J. Lewinter	06/12/2006
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) Includes 3,000 shares previously held through the ESPP (Employee Stock Purchase Plan) which were distributed to the reporting person on 4/11/06 and are now owned directly.
- (2) Held in the Company's PP/IP (Profit Participation/Investment Plan) as of 5/31/06.
- (3) Held in the Company's ESPP as of 5/22/06.
- (4) One-third of the option vests each year beginning on the date indicated.

Remarks:

The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person

The trading plan was reported on a Report on Form 8-K filed with the Securities and Exchange Commission on May 9, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.