

DUN & BRADSTREET CORP/NW
 Form 4
 April 18, 2008

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 *
 CLIFFORD PATRICIA A

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)
 04/16/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP & Chief HR Officer

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 (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/16/2008		M		4,800 A \$ 34.165	21,684	D
Common Stock	04/16/2008		S		4,800 D \$ 84	16,884	D
Common Stock	04/17/2008		M		14,400 A \$ 34.165	31,284	D
Common Stock	04/17/2008		S		14,400 D \$ 84	16,884	D
Common Stock						1,260.882 ⁽¹⁾	I Held in 401(k)

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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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares		
				Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock	\$ 34.165	04/16/2008		M	4,800	02/12/2006 ⁽²⁾ 02/12/2013	Common Stock	4,800		
Common Stock	\$ 34.165	04/17/2008		M	14,400	02/12/2006 ⁽²⁾ 02/12/2013	Common Stock	14,400		

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CLIFFORD PATRICIA A 103 JFK PARKWAY SHORT HILLS, NJ 07078	SVP & Chief HR Officer

Signatures

/s/ Annemarie Ettinger for Patricia A. Clifford 04/18/2008

**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) Held in the issuer's 401(k) plan as of 4/15/08.
- (2) One-third of the option vested each year beginning on the date indicated.

Remarks:

These transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 8, 2008.
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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