

MATHEW SARA
Form 4/A
September 16, 2011

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 *
MATHEW SARA

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)
09/06/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

SHORT HILLS, NJ 07078

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
09/08/2011

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 09/06/2011 | | M | | 25,000 A \$ 36.16 | 106,348.9003 | D |
| Common Stock | 09/06/2011 | | S | | 19,370 D \$ 61.7136 (1) | 86,978.9003 | D |
| Common Stock | 09/07/2011 | | M | | 25,000 A \$ 36.16 | 111,978.9003 | D |
| Common Stock | 09/07/2011 | | S | | 19,073 D \$ 64.4805 (2) | 92,905.9003 | D |
| | | | | | | 385.672 (3) | I |

| | | | |
|--------------|--|-----------------------------|----------------|
| Common Stock | | | Held in 401(k) |
| Common Stock | | 3,540.1646 ⁽⁴⁾ I | Held in ESPP |

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

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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 | \$ 36.16 | 09/06/2011 | | M | 25,000 | 12/19/2004 ⁽⁵⁾ 12/19/2011 | Common Stock | |
| Non-Qualified Stock Option - right to buy | \$ 36.16 | 09/07/2011 | | M | 25,000 | 12/19/2004 ⁽⁵⁾ 12/19/2011 | Common Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| MATHEW SARA 103 JFK PARKWAY SHORT HILLS, NJ 07078 | X | | Chairman & CEO | |

Signatures

/s/ Christine Cappuccia for Sara Mathew 09/16/2011

**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 \$61.532 to \$61.81. 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 \$64.09 to \$64.684. 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) Held in the issuer's 401(k) plan.
- (4) Held in the issuer's employee stock purchase plan (ESPP).
- (5) One-third of the option vested each year beginning on the date indicated.

Remarks:

This amended Form 4 filing is necessitated due to an administrative error by reporting person's broker, Charles Schwab & Co.

The option exercises on both September 6, 2011 and September 7, 2011 and reported herein were executed pursuant to a 10b5

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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