

DUN & BRADSTREET CORP/NW

Form 8-K

December 06, 2006

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**  
**FORM 8-K**  
**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of**  
**The Securities Exchange Act of 1934**  
**Date of Report (Date of earliest event reported): November 17, 2006**  
**THE DUN & BRADSTREET CORPORATION**  
(Exact name of registrant as specified in its charter)

**Delaware**

**1-15967**

**22-3725387**

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

**103 JFK Parkway, Short Hills, New Jersey**

**07078**

(Address of principal executive offices)

(Zip Code)

**(973) 921-5500**

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**PURPOSE OF FILING**

The purpose of this filing is to report to you actions taken by certain of our executive officers with respect to tax liabilities that they will incur in February 2007 in connection with the vesting of previously granted restricted stock awards.

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**Item 8.01. Other Events.**

In February 2007, restrictions on shares of our common stock previously awarded to certain of our executive officers are scheduled to lapse according to the schedule set forth below. On the applicable vesting date, each executive officer will realize taxable income equal to the fair market value of the shares on the vesting date, at which time we are required to withhold or receive from the executive related taxes at statutorily defined rates. In order to facilitate the withholding, each of the executive officers named below has made an irrevocable election prior to the date of this filing to satisfy the applicable withholding through the deduction of that number of shares from the vested amount having an aggregate fair market value equal to the amount required to be so withheld. The withholding of shares to satisfy withholding will be reported on a Form 4 within 2 business days of each vesting date.

| Name of Executive Officer  | Shares Vesting<br>February 24,<br>2007 | Shares Vesting<br>February 25,<br>2007 |
|--|--|--|
| Steven W. Alesio<br>Chairman, Chief Executive Officer  | 6,396                                  | 7,813                                  |
| Sara Mathew<br>Chief Financial Officer and President, D&B U.S.   | 2,630                                  | 5,555                                  |
| David Lewinter<br>Senior Vice President General Counsel, Corporate Secretary and Global<br>Reengineering | 890                                    | 1,499                                  |
| James Burke<br>Chief Marketing Officer and Senior Vice President, Global Solutions                       | 799                                    | 564                                    |
| Patricia Clifford<br>Senior Vice President, Human Resources  | 687                                    | 1,200                                  |
| Mr. Byron Vielehr<br>Chief Information Officer and Senior Vice President, Technology                     | 559                                    |  |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

The Dun & Bradstreet Corporation

By: /s/ David J. Lewinter  
David J. Lewinter  
Senior Vice President General Counsel,  
Corporate Secretary  
& Global Reengineering

DATE: December 5, 2006