

NEUSTAR INC
Form 4
August 31, 2015

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 *
Prince Edward M Jr.

2. Issuer Name **and** Ticker or Trading
Symbol
NEUSTAR INC [NSR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

21575 RIDGETOP CIRCLE

3. Date of Earliest Transaction
(Month/Day/Year)
08/27/2015

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

SVP, Corporate Development

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

STERLING, VA 20166

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Class A Common Stock	08/27/2015		M		722	A \$ 0	4,111 ⁽¹⁾	D	
Class A Common Stock	08/27/2015		F		272	D \$ 27.81 ⁽²⁾	3,839 ⁽¹⁾	D	
Class A Common Stock	08/31/2015		S ⁽³⁾		450	D \$ 28.07	3,389 ⁽¹⁾	D	

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)		8. Price of Derivative Security (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0	08/27/2015		M	722	<u>(4)</u>	<u>(5)</u>	Class A Common Stock	722	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Prince Edward M Jr. 21575 RIDGETOP CIRCLE STERLING, VA 20166	SVP, Corporate Development

Signatures

/s/ Paul S. Lalljie, by power of attorney 08/31/2015

__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) Includes shares that are subject to performance-vested restricted stock unit agreements and restricted stock unit award agreements under the Amended and Restated Neustar, Inc. 2009 Stock Incentive Plan.
- (2) The price is equal to the closing price of the Class A Common Stock on August 27, 2015.
- (3) This transaction was effected pursuant to a 10b5-1 trading plan adopted by the reporting person on May 18, 2015.
- (4) These shares were awarded pursuant to a restricted stock unit award agreement under the Amended and Restated Neustar, Inc. 2009 Stock Incentive Plan, and represent the third tranche of the restricted stock units granted under the agreement. The remaining tranche of the

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restricted stock units will vest on August 27, 2016.

Subject to certain exceptions related to a Change of Control (as defined in the Amended and Restated Neustar, Inc. 2009 Stock Incentive (5) Plan), any unvested restricted stock units shall be forfeited if the reporting person experiences a Termination (as defined in the Amended and Restated Neustar, Inc. 2009 Stock Incentive Plan).

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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