

NEUSTAR INC
Form 4
February 24, 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 *
Lalljie Paul S

(Last) (First) (Middle)

21575 RIDGETOP CIRCLE

(Street)

STERLING, VA 20166

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

NEUSTAR INC [NSR]

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

02/20/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Senior Vice President and CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Class A Common Stock	02/20/2015		M	3,281 A	\$ 22 149,739	D	
Class A Common Stock	02/20/2015		F	2,718 (1) D	\$ 26.57 (2) 147,021	D	
Class A Common Stock	02/20/2015		M	10,000 A	\$ 26.38 157,021	D	
Class A Common	02/20/2015		F	9,965 (1) D	\$ 26.57 147,056	D	

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Stock					(2)		
Class A					\$		
Common	02/22/2015		F	1,038	D	26.57	146,018 D
Stock					(3)		

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options	\$ 22	02/20/2015		M	3,281	(4) 06/28/2015	Class A Common Stock 3,281
Employee Stock Options	\$ 26.38	02/20/2015		M	10,000	(4) 02/22/2015	Class A Common Stock 10,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Lalljie Paul S 21575 RIDGETOP CIRCLE STERLING, VA 20166	Senior Vice President and CFO

Signatures

/s/ Paul S. Lalljie 02/24/2015

**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) These shares were delivered to and withheld by the Issuer to pay the exercise price and related withholding tax obligations (net down) of the expiring options.
- (2) The price is equal to the closing price of the Class A Common Stock on February 20, 2015.
- (3) The price is equal to the closing price of the Class A Common Stock on the last trading day (February 20, 2015) prior to the vesting date (February 22, 2015).
- (4) Immediately exerciseable.

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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