

NEUSTAR INC
Form 4
January 03, 2014

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Edwards Steve

(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)
01/01/2014

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)

SVP, Carrier Services

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	01/01/2014		M		7,370	A	\$ 0
							71,934 ⁽¹⁾
Class A Common Stock	01/01/2014		F		2,534	D	\$ 49.86
							69,400 ⁽¹⁾ ₍₂₎
Class A Common Stock	01/01/2014		M		3,408	A	\$ 0
							72,808 ⁽¹⁾
Class A Common	01/01/2014		F		1,129	D	\$
							71,679 ⁽¹⁾ 49.86

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Stock

(2)

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 (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
Performance Share Units	\$ 0	01/01/2014		M		7,370	(3)	01/01/2014	(4)	Class A Common Stock	7,370
Restricted Stock Units	\$ 0	01/01/2014		M		3,408		(5)	(6)	Class A Common Stock	3,408

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Edwards Steve 21575 RIDGETOP CIRCLE STERLING, VA 20166	SVP, Carrier Services

Signatures

/s/ Paul S. Lalljie, by power of attorney 01/03/2014

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).

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- (1) Includes shares that are subject to restricted stock agreements under the NeuStar, Inc. 2009 Stock Incentive Plan.
- (2) The price is equal to the closing price of the Class A Common Stock on December 31, 2013.

- Each performance share unit represented a right to receive a share of Class A Common Stock based on, and subject to, the achievement of certain revenue and EBITDA goals set forth in the Performance Award Agreement. The number of shares of Class A Common Stock, together with Dividend Equivalents (as defined in the Neustar Inc. 2009 Stock Incentive Plan) on such performance share units, that the Reporting Person was entitled to receive ranged from 0% to 150% of the number of shares of performance share units granted.
- (3)
 - (4) The performance share units terminate if the Reporting Person experiences a Termination (as defined in the NeuStar Inc. 2009 Stock Incentive Plan) before January 1, 2014.
 - (5) Twenty percent of the restricted stock units vest on each of January 1, 2013, 2014, 2015, 2016 and 2017.

- Upon the Reporting Person's termination (as defined in the NeuStar, Inc. 2009 Stock Incentive Plan (the "Plan")), including by reason of death or Disability (as defined in the Plan), other than by the Company for Cause (as defined in the Plan) or by the Reporting Person without Good Reason (as defined in the Restricted Stock Unit Agreement), any unvested restricted stock units that would have vested during the 12 months after such separation from NeuStar, Inc. shall immediately vest, and the remainder of any unvested restricted stock units shall immediately be forfeited without compensation.
- (6)

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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