**NEUSTAR INC** Form 4 May 28, 2015

## FORM 4

## **OMB APPROVAL**

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* FRIEDMAN JOEL P

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

(Zip)

**NEUSTAR INC [NSR]** 

(Check all applicable)

(First)

(Street)

(State)

3. Date of Earliest Transaction

(Month/Day/Year) 05/26/2015

X\_ Director 10% Owner Officer (give title Other (specify below)

21575 RIDGETOP CIRCLE

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

STERLING, VA 20166

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Class A Common

Stock

08/15/2015

4,612 M (1)

 $19,720 \ \underline{^{(2)}}$ \$0

D

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)	5. Number of actionDerivative Securities 8) 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
Restricted Stock Units	\$ 0	05/26/2015		M		4,612	(3)	<u>(4)</u>	Class A Common Stock	4,612
Restricted Stock Units	\$ 0	05/28/2015		A	7,312		<u>(5)</u>	<u>(6)</u>	Class A Common Stock	7,312

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
reporting o where there is a real constant of	Director	10% Owner	Officer	Other			
FRIEDMAN JOEL P 21575 RIDGETOP CIRCLE STERLING, VA 20166	X						

## **Signatures**

/s/ Paul S. Lalljie, by Power of Attorney 05/28/2015

\*\*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) The shares of Class A Common Stock represent the number of shares of restricted stock units that were granted on May 29, 2014 and vested on May 26, 2015. The shares will be delivered to the Reporting Person on August 15, 2015.
- (2) Includes the shares of Class A Common Stock granted on May 29, 2014 and which vested on May 26, 2015. These shares will be delivered to the Reporting Person on August 15, 2015.
- (3) These restricted stock units were granted on May 29, 2014 and fully vested on May 26, 2015, the day preceding the date on which the 2015 Neustar, Inc. annual meeting was held.
- (4) These restricted stock units fully vested on May 26, 2015 and will be delivered to the Reporting Person on August 15, 2015 in accordance with the terms of the award agreement.
- The restricted stock units fully vest on the earlier of May 28, 2016 or the day preceding the date in calendar year 2016 on which the

  NeuStar, Inc. annual meeting is held. Upon vesting, the Reporting Person shall be entitled to shares of Class A Common Stock equal to the number of vested shares of restricted stock units, including any resulting from dividend equivalents (as defined in the Restricted Stock Unit Agreement), which shall be delivered on August 15, 2016.
- (6) The restricted stock units terminate if the Reporting Person experiences a Termination (as defined in the Amended and Restated NeuStar, Inc. 2009 Stock Incentive Plan) before the earlier of May 28, 2016 or the day preceding the date in calendar year 2016 on which the

Reporting Owners 2

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NeuStar, Inc. annual meeting is held.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.