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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations 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).

(Print or Type Responses)

1. Name and Address of Reporting Person * Greene Mark N

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

NEUSTAR INC [NSR]

(First) (Last)

3. Date of Earliest Transaction

X_ Director 10% Owner

(Check all applicable)

21575 RIDGETOP CIRCLE

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

Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

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

(Middle)

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

Security

(Instr. 3)

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned Ownership Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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)

1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Pr 4. Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Deri Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) Secu (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (Inst

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	Derivative Security				(A) or Disposed (D) (Instr. 3, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0	05/28/2015	A		7,312		<u>(1)</u>	(2)	Class A Common Stock	731	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Greene Mark N 21575 RIDGETOP CIRCLE X STERLING, VA 20166

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).

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.

The restricted stock units terminate if the Reporting Person experiences a Termination (as defined in the Amended and Restated NeuStar, (2) 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 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.

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