

NEUSTAR INC
Form 4
May 28, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CULLEN JAMES

(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)
05/26/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
Class A Common Stock	08/15/2015		M	4,612 (1) A \$ 0	19,720 (2)	D	

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

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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. 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. Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	05/26/2015		M		4,612	<u>(3)</u>	<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			
	Director	10% Owner	Officer	Other
CULLEN JAMES 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.
- (5) 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

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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.

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