

NEUSTAR INC
Form 4
December 28, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Foster Brian

(Last) (First) (Middle)
21575 RIDGETOP CIRCLE
(Street)

STERLING, CA 20166

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NEUSTAR INC [NSR]

3. Date of Earliest Transaction
(Month/Day/Year)
12/23/2016

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, Information 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	12/23/2016		M		1,585 A \$ 0	18,579	D
Class A Common Stock	12/23/2016		F		596 ⁽¹⁾ D \$ 33.25 ₍₂₎	17,983	D
Class A Common Stock	12/23/2016		M		4,901 A \$ 0	22,884	D
Class A Common	12/23/2016		F		1,842 ⁽¹⁾ D \$ 33.25	21,042	D

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Stock						<u>(2)</u>	
Class A Common Stock	12/23/2016		M	2,806	A	\$ 0	23,848 D
Class A Common Stock	12/23/2016		F	<u>1,055</u> <u>(1)</u>	D	\$ <u>33.25</u> <u>(2)</u>	22,793 D

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)	8. Price or Value 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	12/23/2016	12/23/2016	M	1,585	<u>(3)</u>	<u>(3)</u>	Class A Common Stock	1,585
Restricted Stock Units	\$ 0	12/23/2016	12/23/2016	M	4,901	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	4,901
Restricted Stock Units	\$ 0	12/23/2016	12/23/2016	M	2,806	<u>(5)</u>	<u>(5)</u>	Class A Common Stock	2,806

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Foster Brian 21575 RIDGETOP CIRCLE STERLING, CA 20166	SVP, Information Services

Signatures

/s/ Paul S. Lalljie, by power of
attorney

12/28/2016

__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 related withholding tax obligations (net down) of the vested restricted stock units.
- (2) The price is equal to the closing price of the Class A Common Stock on December 23, 2016.
- (3) On August 19, 2015, 4,755 restricted stock units were awarded. The portion of the restricted stock units that are being reported in this Form 4 were fully vested on December 23, 2016.
- (4) On August 19, 2015, 24,655 restricted stock units were awarded. The portion of the restricted stock units that are being reported in this Form 4 were fully vested on December 23, 2016.
- (5) On April 8, 2016, 8,420 restricted stock units were awarded. The portion of the restricted stock units that are being reported in this Form 4 were fully vested on December 23, 2016.

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.