

Berry Alex
Form 4
August 06, 2012

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 *
Berry Alex

(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)
08/02/2012

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)
SVP, Enterprise Services

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)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	08/02/2012		M		2,295 A \$ 15.39	15,328 ⁽¹⁾	D
Class A Common Stock	08/02/2012		M		3,126 A \$ 21.06	18,454 ⁽¹⁾	D
Class A Common Stock	08/02/2012		M		1,731 A \$ 22.82	20,185 ⁽¹⁾	D
Class A Common	08/02/2012		M		1,650 A \$ 26.45	21,835 ⁽¹⁾	D

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Stock

Class A

Common Stock 08/02/2012 S 8,704 D \$ 34.2
(2) 13,131 (1) 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. Amount or Number of Shares
Employee Stock Options	\$ 15.39	08/02/2012		M	2,295	(3) 02/23/2016	Class A Common Stock	2,295
Employee Stock Options	\$ 21.06	08/02/2012		M	3,126	(4) 09/22/2018	Class A Common Stock	3,126
Employee Stock Options	\$ 22.82	08/02/2012		M	1,731	(5) 02/23/2017	Class A Common Stock	1,731
Employee Stock Options	\$ 26.45	08/02/2012		M	1,650	(6) 02/22/2018	Class A Common Stock	1,650

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Berry Alex
21575 RIDGETOP CIRCLE
STERLING, VA 20166

SVP, Enterprise Services

Signatures

/s/ Paul S Lalljie, by power of
attorney

08/06/2012

__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) Includes shares that are subject to restricted stock agreements under the NeuStar, Inc. 2009 Stock Incentive Plan.
This transaction was executed in multiple trades at prices ranging from \$34.00 to \$34.39. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
 - (2) 3,825 options are immediately exercisable with the remaining options vesting in monthly installments through February 2013.
 - (3) 5,198 options are immediately exercisable with the remaining options vesting in monthly installments through September 2012.
 - (4) 4,039 options are immediately exercisable with the remaining options vesting in monthly installments through February 2014.
 - (5) 2,750 options are immediately exercisable with the remaining options vesting in monthly installments through February 2015.

Remarks:

***All of the sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

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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