

NEUSTAR INC
Form 4
January 03, 2014

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 *
Edwards Steve

(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)
01/01/2014

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, Carrier 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	01/01/2014		M		7,370 A \$ 0	71,934 ⁽¹⁾	D
Class A Common Stock	01/01/2014		F		2,534 D \$ 49.86 ⁽²⁾	69,400 ⁽¹⁾	D
Class A Common Stock	01/01/2014		M		3,408 A \$ 0	72,808 ⁽¹⁾	D
Class A Common	01/01/2014		F		1,129 D \$ 49.86	71,679 ⁽¹⁾	D

Stock (2)

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 (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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Performance Share Units	\$ 0	01/01/2014		M	7,370 (3)	01/01/2014 (4)	Class A Common Stock	7,370
Restricted Stock Units	\$ 0	01/01/2014		M	3,408	(5) (6)	Class A Common Stock	3,408

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Edwards Steve 21575 RIDGETOP CIRCLE STERLING, VA 20166			SVP, Carrier Services	

Signatures

/s/ Paul S. Lalljie, by power of attorney 01/03/2014

 **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).

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- (1) Includes shares that are subject to restricted stock agreements under the NeuStar, Inc. 2009 Stock Incentive Plan.
- (2) The price is equal to the closing price of the Class A Common Stock on December 31, 2013.

- Each performance share unit represented a right to receive a share of Class A Common Stock based on, and subject to, the achievement of certain revenue and EBITDA goals set forth in the Performance Award Agreement. The number of shares of Class A Common Stock, together with Dividend Equivalents (as defined in the Neustar Inc. 2009 Stock Incentive Plan) on such performance share units, that the Reporting Person was entitled to receive ranged from 0% to 150% of the number of shares of performance share units granted.
- (3)
 - (4) The performance share units terminate if the Reporting Person experiences a Termination (as defined in the NeuStar Inc. 2009 Stock Incentive Plan) before January 1, 2014.
 - (5) Twenty percent of the restricted stock units vest on each of January 1, 2013, 2014, 2015, 2016 and 2017.

- Upon the Reporting Person's termination (as defined in the NeuStar, Inc. 2009 Stock Incentive Plan (the "Plan")), including by reason of death or Disability (as defined in the Plan), other than by the Company for Cause (as defined in the Plan) or by the Reporting Person without Good Reason (as defined in the Restricted Stock Unit Agreement), any unvested restricted stock units that would have vested during the 12 months after such separation from NeuStar, Inc. shall immediately vest, and the remainder of any unvested restricted stock units shall immediately be forfeited without compensation.
- (6)

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.