

COSTAR GROUP INC

Form 4

November 22, 2013

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CARCHEDI FRANCIS

(Last) (First) (Middle)

C/O COSTAR GROUP, INC., 1331
L STREET, NW

(Street)

WASHINGTON, DC 20005

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
COSTAR GROUP INC [CSGP]

3. Date of Earliest Transaction
(Month/Day/Year)
11/20/2013

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 ____ Other (specify
below) below)

Executive VP, Operations

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	11/20/2013		M	2,500 A	\$ 37.42 34,726 ⁽¹⁾	D	
Common Stock, par value \$0.01 per share	11/20/2013		S	2,500 D	\$ 177.23 32,226 ⁽³⁾ ⁽²⁾	D	
Common Stock, par	11/21/2013		M	4,000 A	\$ 37.42 36,226 ⁽⁴⁾	D	

value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

11/21/2013

S

4,000 D

\$

180.81

32,226 ⁽³⁾

D

(5)

Common
Stock, par
value
\$0.01 per
share

11/22/2013

M

3,500 A

\$ 37.42

35,726 ⁽⁶⁾

D

Common
Stock, par
value
\$0.01 per
share

11/22/2013

S

3,500 D

\$

181.04

32,226 ⁽³⁾

D

(7)

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
Option to Acquire Common Stock	\$ 37.42	11/20/2013		M	2,500	<u>(8)</u> 07/15/2019	Common Stock	2,500
Option to Acquire Common Stock	\$ 37.42	11/21/2013		M	4,000	<u>(8)</u> 07/15/2019	Common Stock	4,000

Option to Acquire Common Stock	\$ 37.42	11/22/2013	M	3,500	<u>(8)</u>	07/15/2019	Common Stock	3,500
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARCHEDI FRANCIS C/O COSTAR GROUP, INC. 1331 L STREET, NW WASHINGTON, DC 20005			Executive VP, Operations	

Signatures

/s/ Jonathan Coleman, Attorney-in-Fact	11/22/2013
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__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) Represents all shares of Common Stock owned, consisting of 5,142 shares of Common Stock and 29,584 shares of Common Stock subject to unvested Restricted Stock Grants.
 - (2) Average based on sales prices ranging from \$177.18 to \$177.29.
 - (3) Represents all shares of Common Stock owned, consisting of 2,642 shares of Common Stock and 29,584 shares of Common Stock subject to unvested Restricted Stock Grants.
 - (4) Represents all shares of Common Stock owned, consisting of 6,642 shares of Common Stock and 29,584 shares of Common Stock subject to unvested Restricted Stock Grants.
 - (5) Average based on sales prices ranging from \$180.55 to \$181.13.
 - (6) Represents all shares of Common Stock owned, consisting of 6,142 shares of Common Stock and 29,584 shares of Common Stock subject to unvested Restricted Stock Grants.
 - (7) Average based on sales prices ranging from \$181.00 to \$181.32.
 - (8) The option vested in four equal installments on July 16, 2010, July 16, 2011, July 16, 2012 and July 16, 2013.

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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