

NEUSTAR INC
Form 4
October 04, 2006

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 MARK D

(Last) (First) (Middle)

46000 CENTER OAK PLAZA

(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)
10/02/2006

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)
Sr. VP & Chief Tech. Off.

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Class A Common Stock | 10/02/2006 | | S | 139 D \$ 27.42 | 189,329 | I | By GRAT |
| Class A Common Stock | 10/02/2006 | | S | 19 D \$ 27.43 | 189,310 | I | By GRAT |
| Class A Common Stock | 10/02/2006 | | S | 5 D \$ 27.46 | 189,305 | I | By GRAT |
| Class A Common | 10/02/2006 | | S | 62 D \$ 27.47 | 189,243 | I | By GRAT |

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| Stock | | | | | | | | |
|----------------------------|------------|---|-----|---|-------------|---------|---|---------|
| Class A Common Stock | 10/02/2006 | S | 48 | D | \$ 27.48 | 189,195 | I | By GRAT |
| Class A Common Stock | 10/02/2006 | S | 14 | D | \$ 27.49 | 189,181 | I | By GRAT |
| Class A Common Stock | 10/02/2006 | S | 883 | D | \$ 27.5 | 188,298 | I | By GRAT |
| Class A Common Stock | 10/02/2006 | S | 43 | D | \$ 27.53 | 188,255 | I | By GRAT |
| Class A Common Stock | 10/02/2006 | S | 82 | D | \$ 27.54 | 188,173 | I | By GRAT |
| Class A Common Stock | 10/02/2006 | S | 283 | D | \$ 27.55 | 187,890 | I | By GRAT |
| Class A Common Stock | 10/02/2006 | S | 586 | D | \$ 27.56 | 187,304 | I | By GRAT |
| Class A Common Stock | 10/02/2006 | S | 605 | D | \$ 27.57 | 186,699 | I | By GRAT |
| Class A Common Stock | 10/02/2006 | S | 163 | D | \$ 27.58 | 186,536 | I | By GRAT |
| Class A Common Stock | 10/02/2006 | S | 216 | D | \$ 27.59 | 186,320 | I | By GRAT |
| Class A Common Stock | 10/02/2006 | S | 571 | D | \$ 27.6 | 185,749 | I | By GRAT |
| Class A Common Stock | 10/02/2006 | S | 605 | D | \$ 27.61 | 185,144 | I | By GRAT |
| Class A Common Stock | 10/02/2006 | S | 485 | D | \$ 27.62 | 184,659 | I | By GRAT |
| Class A Common Stock | 10/02/2006 | S | 283 | D | \$ 27.63 | 184,376 | I | By GRAT |

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| | | | | | | | | | |
|----------------------------|------------|--|---|-----|---|-------------|---------------------------------------|---|-----------------------|
| Class A Common Stock | 10/02/2006 | | S | 335 | D | \$ 27.64 | 184,041 | I | By GRAT |
| Class A Common Stock | 10/02/2006 | | S | 206 | D | \$ 27.65 | 183,835 | I | By GRAT |
| Class A Common Stock | 10/02/2006 | | S | 67 | D | \$ 27.66 | 183,768 | I | By GRAT |
| Class A Common Stock | 10/02/2006 | | S | 5 | D | \$ 27.67 | 183,763 | I | By GRAT |
| Class A Common Stock | 10/02/2006 | | S | 67 | D | \$ 27.68 | 183,696 | I | By GRAT |
| Class A Common Stock | 10/02/2006 | | S | 34 | D | \$ 27.69 | 183,662 | I | By GRAT |
| Class A Common Stock | | | | | | | 128,697 ⁽¹⁾ ⁽²⁾ | I | By family trust II |
| Class A Common Stock | | | | | | | 1,700 ⁽³⁾ | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr |
|---|--|---|---|---|---|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FOSTER MARK D 46000 CENTER OAK PLAZA STERLING, VA 20166 | | | Sr. VP & Chief Tech. Off. | |

Signatures

/s/ Martin Lowen, by power of attorney
10/04/2006

____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 the 122,124 shares of Class A Common Stock held by a family trust, which were previously reported incorrectly as being owned directly by the Reporting Person.
- (2) This reported amount reflects a distribution of 6,573 shares of Class A Common Stock from the GRAT to a family trust of the Reporting Person in September 2006.
- (3) Includes 1,700 shares that are subject to a restricted stock agreement under the NeuStar, Inc. 2005 Stock Incentive Plan, which provides that twenty-five percent of the shares vest on each of February 22, 2007, 2008, 2009 and 2010.

Remarks:

Form 4 of 4 (continuation report): Related transactions by the Reporting Person on October 2, 2006 are reported on additional

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

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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