

Edwards Steve  
Form 4  
May 10, 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 \*  
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)  
05/08/2012

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, 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            | 05/08/2012                           |  | M                              |   | 43,760  | A  | \$ 0                              |
|                                 |                                      |  |                                |   | 75,276 <sup>(1)</sup>   |  |                                   |
| Class A Common Stock            | 05/08/2012                           |  | M                              |   | 27,535  | A  | \$ 0                              |
| Class A Common Stock            | 05/08/2012                           |  | M                              |   | 17,699  | A  | \$ 0                              |
| Class A Common                  | 05/08/2012                           |  | M                              |   | 8,800   | A  | \$ 0                              |
|                                 |                                      |  |                                |   | 129,310   |  |                                   |

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Stock

|         |            |  |   |        |    |            |                       |
|---------|------------|--|---|--------|----|------------|-----------------------|
| Class A |            |  |   |        | \$ |            |                       |
| Common  | 05/08/2012 |  | S | 86,333 | D  | 34.7       | 42,977 <sup>(1)</sup> |
| Stock   |            |  |   |        |    | <u>(2)</u> | D                     |

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

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**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Stock Options                     | \$ 21.06   | 05/08/2012                           |  | M                              | 43,760  | <sup>(3)</sup> 09/11/2015                                | Class A Common Stock 43,760                                   |
| Employee Stock Options                     | \$ 15.39   | 05/08/2012                           |  | M                              | 27,535  | <sup>(4)</sup> 02/23/2016                                | Class A Common Stock 27,535                                   |
| Employee Stock Options                     | \$ 22.82   | 05/08/2012                           |  | M                              | 17,699  | <sup>(5)</sup> 02/23/2017                                | Class A Common Stock 17,699                                   |
| Employee Stock Options                     | \$ 26.45   | 05/08/2012                           |  | M                              | 8,800   | <sup>(6)</sup> 02/22/2018                                | Class A Common Stock 8,800                                    |

## Reporting Owners

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

## Signatures

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

05/10/2012

\_\_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. 2005 Stock Incentive Plan and the NeuStar, Inc. 2009 Stock Incentive Plan.  

This transaction was executed in multiple trades at prices ranging from \$34.43 to \$35.00. 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.
- (3) 45,844 options are immediately exercisable with the remaining options vesting in monthly installments through August 2012.
- (4) 29,065 options are immediately exercisable with the remaining options vesting in monthly installments through February 2013.
- (5) 19,173 options are immediately exercisable with the remaining options vesting in monthly installments through February 2014.
- (6) 10,266 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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