

NEUSTAR INC
Form 4
July 07, 2005

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 *
SCHIFF FRANK L

(Last) (First) (Middle)

320 PARK AVENUE, 17TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NEUSTAR INC [NSR]

3. Date of Earliest Transaction (Month/Day/Year)
07/05/2005

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)

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount			
					(A) or (D)	Price		
Class A Common Stock	07/05/2005		S		4,208,481 (1)	D \$ 22	4,047,587 I	See footnotes (2) (3)

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)

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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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHIFF FRANK L 320 PARK AVENUE 17TH FLOOR NEW YORK, NY 10022	X			

Signatures

/s/ Martin Lowen, by power of attorney
Date: 07/06/2005

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) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.
- (2) These shares are owned directly by MidOcean Capital Investors, L.P. and indirectly by the reporting person as a managing director of entities that indirectly control this entity. Of these shares, 1,220,546 are held by the NeuStar, Inc. Voting Trust. MidOcean Capital Investors, L.P. is the direct owner of the reported securities (the "Shares"). MidOcean Associates, SPC, a Cayman Islands exempted company registered as a segregated portfolio company ("Associates"), MidOcean Partners, LP, a Cayman limited partnership ("MidOcean"), Existing Fund GP, Ltd., a Cayman Islands exempted company ("Existing Fund") and MidOcean Capital Partners, L.P., a Delaware limited partnership ("MOCP"), may all be deemed to be beneficial owners of the Shares as a result of their direct or indirect control relationship with MidOcean Capital Investors, L.P., a Delaware limited partnership ("MCILP").
- (3) MOCP is the general partner of MCILP. Existing Fund is the general partner of MOCP. MidOcean is the sole owner of Existing Fund and a limited partner in MOCP, and Associates is the general partner of MidOcean. Ultramar Capital Ltd., a Cayman Islands exempted company ("Ultramar"), is the sole owner of Associates. J. Edward Virtue may be deemed the beneficial owner of the Shares because he indirectly controls the Shares, but disclaims beneficial ownership except to the extent of his pecuniary interest therein.

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.