

NEUSTAR INC
Form 4
March 05, 2007

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 *
GANEK JEFFREY

(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)
03/01/2007

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)
Chairman and CEO

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 or Price | | |
| Class A Common Stock | 03/01/2007 | | M | | \$ 86,851 A 0.067 | 359,551 ⁽¹⁾ ₍₂₎ | D |
| Class A Common Stock | 03/01/2007 | | S | | \$ 8,397 D 31.54 | 351,154 | D |
| Class A Common Stock | 03/01/2007 | | S | | \$ 1,100 D 31.55 | 350,054 | D |
| Class A Common | 03/01/2007 | | S | | \$ 100 D 31.57 | 349,954 | D |

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| | | | | | | | |
|----------------------------|------------|---|--------|---|-------------|---------|---|
| Stock | | | | | | | |
| Class A Common Stock | 03/01/2007 | S | 1,100 | D | \$ 31.58 | 348,854 | D |
| Class A Common Stock | 03/01/2007 | S | 9,900 | D | \$ 31.65 | 338,954 | D |
| Class A Common Stock | 03/01/2007 | S | 3,300 | D | \$ 31.66 | 335,654 | D |
| Class A Common Stock | 03/01/2007 | S | 300 | D | \$ 31.67 | 335,354 | D |
| Class A Common Stock | 03/01/2007 | S | 200 | D | \$ 31.68 | 335,154 | D |
| Class A Common Stock | 03/01/2007 | S | 2,400 | D | \$ 31.69 | 332,754 | D |
| Class A Common Stock | 03/01/2007 | S | 16,200 | D | \$ 31.7 | 316,554 | D |
| Class A Common Stock | 03/01/2007 | S | 3,500 | D | \$ 31.71 | 313,054 | D |
| Class A Common Stock | 03/01/2007 | S | 1,200 | D | \$ 31.72 | 311,854 | D |
| Class A Common Stock | 03/01/2007 | S | 3,400 | D | \$ 31.73 | 308,454 | D |
| Class A Common Stock | 03/01/2007 | S | 300 | D | \$ 31.74 | 308,154 | D |
| Class A Common Stock | 03/01/2007 | S | 16,100 | D | \$ 31.75 | 292,054 | D |
| Class A Common Stock | 03/01/2007 | S | 1,000 | D | \$ 31.76 | 291,054 | D |
| Class A Common Stock | 03/01/2007 | S | 1,100 | D | \$ 31.77 | 289,954 | D |

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| | | | | | | | |
|----------------------------|------------|---|-------|---|-------------|---------|---|
| Class A Common Stock | 03/01/2007 | S | 800 | D | \$ 31.78 | 289,154 | D |
| Class A Common Stock | 03/01/2007 | S | 1,500 | D | \$ 31.79 | 287,654 | D |
| Class A Common Stock | 03/01/2007 | S | 6,000 | D | \$ 31.8 | 281,654 | D |
| Class A Common Stock | 03/01/2007 | S | 500 | D | \$ 31.82 | 281,154 | D |
| Class A Common Stock | 03/01/2007 | S | 100 | D | \$ 31.83 | 281,054 | D |
| Class A Common Stock | 03/01/2007 | S | 100 | D | \$ 31.84 | 280,954 | D |
| Class A Common Stock | 03/01/2007 | S | 4,900 | D | \$ 31.85 | 276,054 | D |
| Class A Common Stock | 03/01/2007 | S | 100 | D | \$ 31.86 | 275,954 | D |
| Class A Common Stock | 03/01/2007 | S | 2,300 | D | \$ 31.92 | 273,654 | D |
| Class A Common Stock | 03/01/2007 | S | 2,500 | D | \$ 31.95 | 271,154 | D |
| Class A Common Stock | 03/01/2007 | S | 7,500 | D | \$ 32 | 263,654 | D |
| Class A Common Stock | 03/01/2007 | S | 2,500 | D | \$ 32.05 | 261,154 | D |

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)

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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 Underlying Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|----------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Options | \$ 0.067 | 03/01/2007 | | M | | | 86,851 | <u>(3)</u> | 04/10/2010 | Class A Common Stock |
| Performance Share Units | \$ 0 | 03/01/2007 | | A | | | 46,880 | 01/01/2010 | <u>(4)</u> | Class A Common Stock |
| Employee Stock Options | \$ 32.59 | 03/01/2007 | | A | | | 82,630 | <u>(6)</u> | 03/01/2014 | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|------------------|
| | Director | 10% Owner | Officer | Other |
| GANEK JEFFREY 46000 CENTER OAK PLAZA STERLING, VA 20166 | X | | | Chairman and CEO |

Signatures

/s/ Martin K. Lowen, by power of attorney 03/05/2007

__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) This reported amount reflects a distribution of 11,546 and 8,354 shares of Class A Common Stock from the GRAT to the Reporting Person in October 2006 and January 2007, respectively.
- (2) Includes 2,800 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.
- (3) Immediately.
- (4) The performance share units terminate if the reporting person experiences a Termination (as defined in the NeuStar, Inc. 2005 Stock Incentive Plan) before January 1, 2010.
Upon vesting, the reporting person will be entitled to receive shares of Class A Common Stock, the amount of which is 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. 2005 Stock Incentive Plan) on such performance share units, that the reporting person will be entitled to receive will range from 0% to 150% of the number of shares of performance share units granted.

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- (6) Twenty-five percent of the options vest on March 1, 2008, after which the remaining options vest in thirty-six monthly installments.

Remarks:

Form 4 Filing 1 of 2: Related transactions by the Reporting Person on March 1, 2007 are reported on an additional Form 4. **

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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