

NEUSTAR INC  
Form 4  
February 24, 2015

**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 \*  
Lalljie Paul S

(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)  
02/20/2015

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)  
Senior Vice President and CFO

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            | 02/20/2015                           |  | M                              |   | 3,281 A \$ 22   | 149,739  | D   |
| Class A Common Stock            | 02/20/2015                           |  | F                              |   | 2,718 (1) D \$ 26.57 (2)  | 147,021  | D   |
| Class A Common Stock            | 02/20/2015                           |  | M                              |   | 10,000 A \$ 26.38   | 157,021  | D   |
| Class A Common                  | 02/20/2015                           |  | F                              |   | 9,965 (1) D \$ 26.57  | 147,056  | D   |

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|         |            |  |   |       |     |       |           |
|---------|------------|--|---|-------|-----|-------|-----------|
| Stock   |            |  |   |       | (2) |       |           |
| Class A |            |  |   |       | \$  |       |           |
| Common  | 02/22/2015 |  | F | 1,038 | D   | 26.57 | 146,018 D |
| Stock   |            |  |   |       | (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)

| 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                     | \$ 22  | 02/20/2015                           |  | M                              | 3,281   | (4) 06/28/2015   | Class A Common Stock 3,281                                    |
| Employee Stock Options                     | \$ 26.38   | 02/20/2015                           |  | M                              | 10,000  | (4) 02/22/2015   | Class A Common Stock 10,000                                   |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| Lalljie Paul S<br>21575 RIDGETOP CIRCLE<br>STERLING, VA 20166 | Senior Vice President and CFO    |

## Signatures

/s/ Paul S. Lalljie 02/24/2015

\*\*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) These shares were delivered to and withheld by the Issuer to pay the exercise price and related withholding tax obligations (net down) of the expiring options.
- (2) The price is equal to the closing price of the Class A Common Stock on February 20, 2015.
- (3) The price is equal to the closing price of the Class A Common Stock on the last trading day (February 20, 2015) prior to the vesting date (February 22, 2015).
- (4) Immediately exercisable.

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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