

Kitchen Jennifer
Form 3

December 14, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Kitchen Jennifer

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

12/12/2006

3. Issuer Name and Ticker or Trading Symbol
COSTAR GROUP INC [CSGP]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

___ Director ___ 10% Owner

X Officer ___ Other
(give title below) (specify below)

Sr. Vice President, Research

6. Individual or Joint/Group

Filing(Check Applicable Line)
X Form filed by One Reporting Person

___ Form filed by More than One Reporting Person

C/O COSTAR GROUP,
INC.,Â 2 BETHESDA METRO
CENTER, 10TH FLOOR

(Street)

BETHESDA,Â MDÂ 20814

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock, par value \$0.01 per share

2,258 ⁽¹⁾

D Â

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Option to Acquire Common Stock	Â (2)	09/03/2013	Common Stock, par value \$0.01 per share	1,000	\$ 30.06	D	Â
Option to Acquire Common Stock	Â (3)	09/08/2014	Common Stock	10,000	\$ 44.86	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Kitchen Jennifer C/O COSTAR GROUP, INC. 2 BETHESDA METRO CENTER, 10TH FLOOR BETHESDA, MD 20814	Â	Â	Â Sr. Vice President, Research		Â

Signatures

/s/ Jonathan Coleman,
Attorney-in-Fact

12/14/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents all shares of Common Stock owned, consisting of 201 shares of Common Stock and 2,057 shares of Common Stock subject to unvested Restricted Stock Grants.
- (2) One-half of the option is currently exercisable. The other half (500 shares) vests on September 4, 2007.
- (3) The option vests in four equal installments. The first two installments vested on September 9, 2005 and September 9, 2006. The last two installments vest on September 9, 2007 and September 9, 2008.

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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