

NEUSTAR INC
Form 4
February 19, 2015

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 *
KENNEDY LEONARD J

(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)
02/13/2015

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)
SVP, General Counsel & Sec

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Class A Common Stock	02/13/2015		M	10,951 A \$ 0	20,467 ⁽¹⁾	D	
Class A Common Stock	02/13/2015		F	4,113 D \$ 24.61	16,354 ⁽¹⁾	D	
					⁽²⁾		

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

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SEC 1474 (9-02)

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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)	Amount or Number of Shares
Performance Stock Units	\$ 0	02/13/2015		M	10,951 (3)	(4) (5)	Class A Common Stock	10,951

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KENNEDY LEONARD J 21575 RIDGETOP CIRCLE STERLING, VA 20166			SVP, General Counsel & Sec	

Signatures

/s/Paul S. Lalljie, by power of attorney
02/19/2015

__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) Includes shares that are subject to restricted stock agreements and a performance-vested restricted unit agreement under the Amended and Restated NeuStar, Inc. 2009 Stock Incentive Plan.
- (2) The price is equal to the closing price of the Class A Common Stock on February 13, 2015.
The shares represent the second tranche of the performance-vested restricted stock units granted on June 9, 2013. In accordance with the Performance-Vested Restricted Stock Unit Agreement, each performance stock unit represented a contingent right to receive a share of Class A Common Stock based on, and subject to, the achievement and subsequent certification of certain revenue and adjusted net income goals for the 2014 fiscal year. The number of shares of Class A Common Stock, together with Dividend Equivalents (as defined in the Amended and Restated NeuStar, Inc. 2009 Stock Incentive Plan) on such performance stock units, that the Reporting Person was entitled to receive ranged from 0% to 150% of the number of shares of performance stock units granted.
- (4) Immediately.
If the Reporting Person experiences a Termination (as defined in the Amended and Restated NeuStar, Inc. 2009 Stock Incentive Plan) other than "for cause" or "without good reason", these performance stock units, and any other performance stock units earned by the Reporting Person as a result of the achievement of performance goals which have not yet vested as of the date of Termination but would have vested at any time during the twelve (12) months following such Termination, shall immediately vest, and any remaining portion of any unvested award shall be immediately forfeited.

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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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