

NEUSTAR INC
Form 4
February 12, 2008

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 *
BABKA 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)
02/08/2008

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)
Sr. VP 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	02/08/2008		M		2,400 A \$ 6.25	12,900 ⁽¹⁾	D
Class A Common Stock	02/08/2008		A		17,000 ⁽²⁾ A \$ 0 ⁽²⁾	29,900	D

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

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SEC 1474 (9-02)

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 Underlying Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Employee Stock Options	\$ 6.25	02/08/2008		M	2,400	<u>(3)</u> 06/22/2014	Class A Common Stock
Performance Share Units	\$ 0	02/08/2008		A	17,000	12/31/2009 <u>(4)</u>	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BABKA JEFFREY 46000 CENTER OAK PLAZA STERLING, VA 20166			Sr. VP and CFO	

Signatures

/s/ Martin K. Lowen, by power of attorney
 Date: 02/12/2008

__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 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.
The shares acquired were awarded pursuant to a restricted stock agreement under the NeuStar, Inc. 2005 Stock Incentive Plan. The shares
- (2) vest on December 31, 2009, unless the Reporting Person experiences a Termination (as defined in the NeuStar, Inc. 2005 Stock Incentive Plan) before December 31, 2009.
- (3) 4,800 options were immediately exercisable with the remaining options vesting in monthly installments through April 2008.
- (4) The performance share units terminate if the Reporting Person experiences a Termination (as defined in the NeuStar, Inc. 2005 Stock Incentive Plan) before December 31, 2009.
Upon vesting, the Reporting Person will be entitled to receive shares of Class A Common Stock, together with Dividend Equivalents (as
- (5) defined in the NeuStar, Inc. 2005 Stock Incentive Plan) on such performance share units, the amount of which is based on, and subject to, the achievement of certain performance goals set forth in the Performance Award Agreement.

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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