

Edwards Steve
Form 3
December 30, 2010

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 *	2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol
Â Edwards Steve	(Month/Day/Year)	NEUSTAR INC [NSR]
(Last) (First) (Middle)	12/20/2010	
46000 CENTER OAK PLAZA		4. Relationship of Reporting Person(s) to Issuer
(Street)		(Check all applicable)
		☐ Director ☐ 10% Owner ☒ Officer ☐ Other (give title below) (specify below) SVP, Carrier Svcs & N Am Sales
STERLING,Â VAÂ 20166		5. If Amendment, Date Original Filed(Month/Day/Year)
(City) (State) (Zip)		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 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)
Class A Common Stock	2,372	D	Â
Class A Common stock	3,500 ⁽¹⁾	D	Â
Class A Common Stock	5,980 ⁽²⁾	D	Â

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

SEC 1473 (7-02)

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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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Employee Stock Options	Â (3)	09/11/2018	Class A Common Stock	50,000	\$ 21.06	D	Â
Employee Stock Options	Â (4)	02/23/2016	Class A Common Stock	36,700	\$ 15.39	D	Â
Performance Share Units	01/01/2012	Â (5)	Class A Common stock	16,800 (6)	\$ 0	D	Â
Employee Stock Options	Â (7)	02/23/2017	Class A Common Stock	35,420	\$ 22.82	D	Â
Performance Share Units	01/01/2013	Â (8)	Class A Common Stock	5,980 (9)	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Edwards Steve 46000 CENTER OAK PLAZA STERLING, VA 20166	Â	Â	Â SVP, Carrier Svcs & N Am Sales	Â

Signatures

/s/ Paul S. Lalljie, by power of attorney

12/30/2010

__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) The shares acquired were awarded pursuant to a restricted stock agreement under the NeuStar, Inc. 2005 Stock Incentive Plan, which provides that 1,750 shares will vest on each of August 25, 2011 and August 25, 2012.
- (2) The shares acquired were awarded pursuant to a restricted stock agreement under the NeuStar, Inc. 2009 Stock Incentive Plan. Twenty-five percent of the shares vest on each of February 23, 2011, 2012, 2013 and 2014.
- (3) 28,130 options are immediately exercisable with the remaining options vesting in monthly installments through September 2012.
- (4) 16,060 options are immediately exercisable with the remaining options vesting in monthly installments through February 2013.
- (5) 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, 2012.

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- Upon vesting, the Reporting Person will be entitled to receive 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, the amount of which is based on, and subject to, the achievement of certain performance 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.
- (6)
- (7) Twenty-five percent of the options vest on February 23, 2011, after which the remaining options vest in thirty-six monthly installments.
- (8) The performance share units terminate if the Reporting Person experiences a Termination (as defined in the NeuStar, Inc. 2009 Stock Incentive Plan) before January 1, 2013.
- Upon vesting, the Reporting Person will be entitled to receive shares of Class A Common Stock, together with Dividend Equivalents (as defined in the NeuStar, Inc. 2009 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. The number of shares of Class A Common Stock, together with Dividend Equivalents (as defined in the NeuStar, Inc. 2009 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.
- (9)

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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