Hook Lisa Form 4 February 25, 2009

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number:

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person \*

(First)

(Street)

Hook Lisa

(Last)

1(b).

2. Issuer Name and Ticker or Trading

Symbol

**NEUSTAR INC [NSR]** 

(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

46000 CENTER OAK PLAZA

3. Date of Earliest Transaction

02/23/2009

Director 10% Owner X\_ Officer (give title Other (specify

below) President and COO

6. Individual or Joint/Group Filing(Check

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

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

STERLING, VA 20166

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Reported Transaction(s) (Instr. 3 and 4)

Ownership (Instr. 4) (Instr. 4)

Code V Amount (D) Price

(A)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amoun Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Underlying Securiti Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) any

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8) Acquired (A) or Disposed or (D) (Instr. 3, 4, and 5)		d of					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Performance Share Units	\$ 0	02/23/2009		A		41,000		01/01/2012	<u>(1)</u>	Class A Common Stock	<u>(2)</u>
Employee Stock Options	\$ 15.39	02/23/2009		A		89,800		(3)	02/23/2016	Class A Common Stock	89,8

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hook Lisa

46000 CENTER OAK PLAZA President and COO

STERLING, VA 20166

a currently valid OMB number.

# **Signatures**

/s/ Martin K. Lowen, by power of attorney 02/25/2009

\*\*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).
- 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.
  - Upon vesting, the Reporting Person will be entitled to receive shares of Class A Common Stock, the amount of which is based on, and subject to, the achievement of certain revenue and EBITDA goals set forth in the Performance Award Agreement. The number of shares
- (2) 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.
- (3) Twenty-five percent of the options vest on February 23, 2010, after which the remaining options vest in thirty-six monthly installments. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays

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