

NEUSTAR INC  
Form 4  
March 01, 2013

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**BREGMAN MARK**

(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)  
**02/28/2013**

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 & CTO**

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            | 02/28/2013                           |  | M                              |   | 26,045 <sup>(1)</sup>   | A  | \$ 0                              |
|                                 |                                      |  |                                |   | 38,391 <sup>(2)</sup>   | D  |                                   |

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

**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.**

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

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| 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   | 02/28/2013                           |  | M                              | 26,045<br>(3)   | (4) (5)  | Class A Common Stock  | 26,045                     |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |           |       |
|---|---------------|-----------|-----------|-------|
|   | Director      | 10% Owner | Officer   | Other |
| BREGMAN MARK<br>21575 RIDGETOP CIRCLE<br>STERLING, VA 20166 |               |           | SVP & CTO |       |

## Signatures

/s/ Paul S Lalljie, by power of attorney  
 03/01/2013  
 \*\*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) The shares are subject to vesting based on continued employment through January 1, 2015.
- (2) Includes shares that are subject to restricted stock agreements and a performance-vested restricted stock unit agreement under the NeuStar, Inc. 2009 Stock Incentive Plan.  
 The shares represent the first tranche of the performance-vested restricted stock units granted on February 29, 2012 and remain subject to vesting based on continued employment through January 1, 2015. Each performance stock unit represented a contingent right to receive a share of Class A Common Stock based on, and subject to, the achievement of certain revenue and adjusted net income goals set forth in the Performance-Vested Restricted Stock Unit 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 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.
- (3) Immediately.
- (4) The performance stock units terminate if the Reporting Person experiences a Termination (as defined in the NeuStar, Inc. 2009 Stock Incentive Plan) before January 1, 2015.

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 a currently valid OMB number.