Edwards Steve Form 4 March 01, 2013

FORM 4

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

Check this box if no longer subject to

Section 16. Form 4 or

Form 5 obligations may continue. See Instruction 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(b).

(Last)

Class A

Stock

Common

1. Name and Address of Reporting Person * **Edwards Steve**

> (Middle) (First)

(Street)

21575 RIDGETOP CIRCLE

STERLING, VA 20166

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)

3.

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify below) below)

SVP, Carrier Services

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

Code (D) (Instr. 8)

Transaction(A) or Disposed of (Instr. 3, 4 and 5) (A)

4. Securities Acquired

Beneficially Owned Following Reported Transaction(s)

5. Amount of

Securities

(D) or Indirect (I) (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership (Instr. 4)

(9-02)

(Instr. 3 and 4) Code V Amount (D) Price

17,653 \$0 D 02/28/2013 M $64,564 \frac{(2)}{}$ (1)

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

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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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	Expiration I (Month/Day	Date	7. Title and a Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Stock Units	\$ 0	02/28/2013		M	17,63	<u>(4)</u>	(5)	Class A Common Stock	17,653

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Edwards Steve

21575 RIDGETOP CIRCLE SVP, Carrier Services

STERLING, VA 20166

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.
- (4) Immediately.
- (5) 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.

Reporting Owners 2