NEUSTAR INC Form 4 May 28, 2015

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 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 * Prince Edward M Jr.

(First) (Middle) (Last)

(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) 04/13/2015

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

SVP, Information 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 Security (Instr. 3)

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

Execution Date, if

(Month/Day/Year)

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

Code V Amount (D) Price

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

(Instr. 3 and 4)

Form: Direct (I) Transaction(s)

6. Ownership 7. Nature of Indirect (D) or Indirect Beneficial Ownership

OMB APPROVAL

3235-0287

January 31,

2005

0.5

(Instr. 4) (Instr. 4)

(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 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 Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

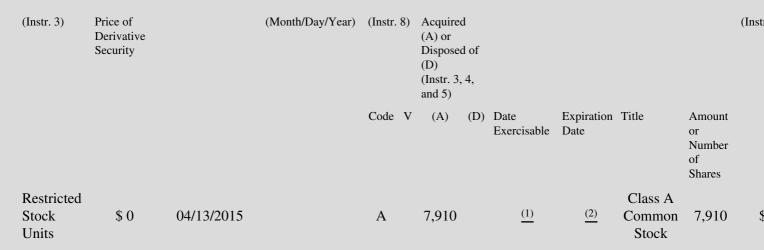
7. Title and Amount of 8. Pr **Underlying Securities** (Instr. 3 and 4)

(9-02)

Deri

Secu

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Prince Edward M Jr.

21575 RIDGETOP CIRCLE SVP, Information Services

STERLING, VA 20166

Signatures

/s/ Paul S. Lalljie, by Power of Attorney 05/28/2015

**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) One-third of the restricted stock units vest on each of March 1, 2016, 2017 and 2018.
 - Upon the Reporting Person's Termination (as defined in the NeuStar, Inc. 2009 Stock Incentive Plan (the "Plan")), including by death or Disability (as defined in the Plan), other than by the Issuer for Cause (as defined in the Plan) or by the Reporting Person without Good
- (2) Reason (as defined in the Restricted Stock Unit Agreement), any unvested restricted stock units that would have vested during the 12 month period following such separation from the Issuer shall immediately vest, and the remainder of any unvested restricted stock units shall immediately be forfeited without compensation.

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.

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