

Linnington Matthew
Form 4
July 31, 2018

FORM 4

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

OMB APPROVAL

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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 *
Linnington Matthew

(Last) (First) (Middle)

C/O COSTAR GROUP, INC., 1331
L STREET, NW

(Street)

WASHINGTON, DC 20005

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
COSTAR GROUP INC [CSGP]

3. Date of Earliest Transaction
(Month/Day/Year)
07/30/2018

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)
Executive VP, Sales

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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock, par value \$0.01 per share | 07/30/2018 | | M | | 1,884 A \$ 193.69 | 28,819 ⁽¹⁾ | D |
| Common Stock, par value \$0.01 per share | 07/30/2018 | | M | | 2,500 A \$ 182.75 | 31,319 ⁽²⁾ | D |
| Common Stock, par | 07/30/2018 | | S | | 4,384 D \$ 411.93 | 26,935 ⁽⁴⁾ | D |

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value (3)
 \$0.01 per
 share

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

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(9-02)

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

| 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|-------------------------------|
| | | | | | | Date Exercisable | Expiration Date | | |
| Option to Acquire Common Stock | \$ 193.69 | 07/30/2018 | | M | 1,884 | <u>(5)</u> | 03/04/2025 | Common Stock | 1,884 |
| Option to Acquire Common Stock | \$ 182.75 | 07/30/2018 | | M | 2,500 | <u>(6)</u> | 03/10/2026 | Common Stock | 2,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Linnington Matthew C/O COSTAR GROUP, INC. 1331 L STREET, NW WASHINGTON, DC 20005 | | | Executive VP, Sales | |

Signatures

/s/ Jonathan Coleman,
 Attorney-in-Fact 07/31/2018

 **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) Represents all shares of Common Stock owned, consisting of 9,070 shares of Common Stock and 19,749 shares of Common Stock subject to unvested Restricted Stock grants.
- (2) Represents all shares of Common Stock owned, consisting of 11,570 shares of Common Stock and 19,749 shares of Common Stock subject to unvested Restricted Stock grants.
- (3) Average based on sales prices ranging from \$411 to \$412.76.
- (4) Represents all shares of Common Stock owned, consisting of 7,186 shares of Common Stock and 19,749 shares of Common Stock subject to unvested Restricted Stock grants.
- (5) The option vested in three equal installments on March 5, 2016, March 5, 2017 and March 5, 2018.
- (6) The option vests in three equal installments on March 11, 2017, March 11, 2018 and March 11, 2019.

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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