

NEUSTAR INC  
Form 4  
May 16, 2008

**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 \*  
**BABKA JEFFREY**

(Last) (First) (Middle)

46000 CENTER OAK PLAZA

(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)  
**05/15/2008**

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)  
Sr. VP and CFO

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   |
| Class A Common Stock            | 05/15/2008                           |  | M                              |   | 200,000   | A  | \$ 6.25   |
|                                 |                                      |  |                                |   | 229,900 <sup>(1)</sup>  | D  |   |
| Class A Common Stock            | 05/15/2008                           |  | S                              |   | 1,300   | D  | \$ 24.2   |
|                                 |                                      |  |                                |   | 228,600   | D  |   |
| Class A Common Stock            | 05/15/2008                           |  | S                              |   | 3,800   | D  | \$ 24.21  |
|                                 |                                      |  |                                |   | 224,800   | D  |   |
| Class A Common                  | 05/15/2008                           |  | S                              |   | 5,000   | D  | \$ 24.22  |
|                                 |                                      |  |                                |   | 219,800   | D  |   |

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|                            |            |   |       |   |              |         |   |
|----------------------------|------------|---|-------|---|--------------|---------|---|
| Stock                      |            |   |       |   |              |         |   |
| Class A<br>Common<br>Stock | 05/15/2008 | S | 2,400 | D | \$ 24.23     | 217,400 | D |
| Class A<br>Common<br>Stock | 05/15/2008 | S | 1,200 | D | \$ 24.24     | 216,200 | D |
| Class A<br>Common<br>Stock | 05/15/2008 | S | 400   | D | \$ 24.25     | 215,800 | D |
| Class A<br>Common<br>Stock | 05/15/2008 | S | 800   | D | \$ 24.26     | 215,000 | D |
| Class A<br>Common<br>Stock | 05/15/2008 | S | 2,500 | D | \$ 24.27     | 212,500 | D |
| Class A<br>Common<br>Stock | 05/15/2008 | S | 4,100 | D | \$ 24.28     | 208,400 | D |
| Class A<br>Common<br>Stock | 05/15/2008 | S | 5,400 | D | \$ 24.29     | 203,000 | D |
| Class A<br>Common<br>Stock | 05/15/2008 | S | 700   | D | \$<br>24.295 | 202,300 | D |
| Class A<br>Common<br>Stock | 05/15/2008 | S | 3,700 | D | \$ 24.3      | 198,600 | D |
| Class A<br>Common<br>Stock | 05/15/2008 | S | 100   | D | \$<br>24.305 | 198,500 | D |
| Class A<br>Common<br>Stock | 05/15/2008 | S | 3,400 | D | \$ 24.31     | 195,100 | D |
| Class A<br>Common<br>Stock | 05/15/2008 | S | 300   | D | \$<br>24.315 | 194,800 | D |
| Class A<br>Common<br>Stock | 05/15/2008 | S | 2,600 | D | \$ 24.32     | 192,200 | D |
| Class A<br>Common<br>Stock | 05/15/2008 | S | 500   | D | \$ 24.33     | 191,700 | D |

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|                            |            |   |        |   |              |         |   |
|----------------------------|------------|---|--------|---|--------------|---------|---|
| Class A<br>Common<br>Stock | 05/15/2008 | S | 2,100  | D | \$ 24.34     | 189,600 | D |
| Class A<br>Common<br>Stock | 05/15/2008 | S | 200    | D | \$<br>24.345 | 189,400 | D |
| Class A<br>Common<br>Stock | 05/15/2008 | S | 18,000 | D | \$ 24.35     | 171,400 | D |
| Class A<br>Common<br>Stock | 05/15/2008 | S | 3,300  | D | \$ 24.36     | 168,100 | D |
| Class A<br>Common<br>Stock | 05/15/2008 | S | 200    | D | \$<br>24.365 | 167,900 | D |
| Class A<br>Common<br>Stock | 05/15/2008 | S | 3,900  | D | \$ 24.37     | 164,000 | D |
| Class A<br>Common<br>Stock | 05/15/2008 | S | 200    | D | \$<br>24.375 | 163,800 | D |
| Class A<br>Common<br>Stock | 05/15/2008 | S | 2,800  | D | \$ 24.38     | 161,000 | D |
| Class A<br>Common<br>Stock | 05/15/2008 | S | 2,700  | D | \$ 24.39     | 158,300 | D |
| Class A<br>Common<br>Stock | 05/15/2008 | S | 24,400 | D | \$ 24.4      | 133,900 | D |
| Class A<br>Common<br>Stock | 05/15/2008 | S | 300    | D | \$<br>24.405 | 133,600 | D |
| Class A<br>Common<br>Stock | 05/15/2008 | S | 3,200  | D | \$ 24.41     | 130,400 | D |

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. 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) |                      |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                | Amount Number Shares |
| Employee Stock Options                     | \$ 6.25  | 05/15/2008                           |  | M                              | 200,000   | <u>(2)</u>   | 06/22/2014  | Class A Common Stock | 200,000              |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| BABKA JEFFREY<br>46000 CENTER OAK PLAZA<br>STERLING, VA 20166 |               |           | Sr. VP and CFO |       |

## Signatures

/s/ Martin K. Lowen, by power of attorney  
Date: 05/16/2008

\_\_Signature of Reporting Person

## 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) Includes 1,700 shares that are subject to a restricted stock agreement under the NeuStar, Inc. 2005 Stock Incentive Plan, which provides that twenty-five percent of the shares vest on each of February 22, 2007, 2008, 2009 and 2010.
- (2) Immediately.

### Remarks:

Form 4 Filing 1 of 2 (continuation report). Related transactions effected by the Reporting Person on May 15, 2008 are reported.

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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