

NEUSTAR INC
Form 4
September 30, 2014

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

2. Issuer Name and Ticker or Trading Symbol
NEUSTAR INC [NSR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
21575 RIDGETOP CIRCLE

3. Date of Earliest Transaction
(Month/Day/Year)
09/26/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & CTO

(Street)

STERLING, VA 20166

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (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 or Price		
Class A Common Stock	09/26/2014		M		5,028 (1)	A	\$ 0 18,797 D
Class A Common Stock	09/26/2014		F		1,890 (2)	D	\$ 24.74 16,907 (3) D
Class A Common Stock	09/26/2014		F		10,767 (4)	D	\$ 24.74 32,185 (3) D
Class A Common	09/26/2014		F		11,670 (4)	D	\$ 42,879 24.74 D

Stock

(3)

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 (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
Restricted Stock Units	\$ 0	09/26/2014		M	5,028	09/26/2014 09/26/2014	Class A Common Stock	5,028

Reporting Owners

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

Signatures

/s/ Paul S. Lalljie, by Power of Attorney
09/30/2014

**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 shares of common stock issued upon accelerated vesting of certain restricted stock units awarded on February 29, 2012 pursuant to the Amended and Restated Neustar, Inc. 2009 Stock Incentive Plan.
- (2) These shares were delivered to and withheld by the Issuer to pay tax withholding obligations (net down) in connection with the accelerated vesting of restricted stock units awarded on February 29, 2012 pursuant to the Amended and Restated Neustar, Inc. 2009

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Stock Incentive Plan.

- (3) The price is equal to the closing price of the Class A Common Stock on September 26, 2014.

These shares were delivered to and withheld by the Issuer to pay tax withholding obligations (net down) in connection with the

- (4) accelerated vesting of certain performance stock units awarded on February 29, 2012 pursuant to the Amended and Restated Neustar, Inc. 2009 Stock Incentive Plan.

Remarks:

Following the mutual decision of Mark F. Bregman and Neustar, Inc. (the "Company"), Dr. Bregman departed the Company e

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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