

NEUSTAR INC
Form 4
April 05, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
LOWEN MARTIN

(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)
04/03/2006

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, Gen. Counsel and Sec.

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 or Price		
Class A Common Stock	04/03/2006		M		7,839 A \$ 4.286	26,039 ⁽¹⁾	D
Class A Common Stock	04/03/2006		M		20,505 A \$ 4.286	46,544 ⁽¹⁾	D
Class A Common Stock	04/03/2006		M		1,656 A \$ 6.429	48,200 ⁽¹⁾	D
Class A Common	04/03/2006		S		1,900 D \$ 29.74	46,300 ⁽¹⁾	D

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Stock								
Class A Common Stock	04/03/2006	S	400	D	\$ 29.78	45,900 ⁽¹⁾	D	
Class A Common Stock	04/03/2006	S	800	D	\$ 29.85	45,100 ⁽¹⁾	D	
Class A Common Stock	04/03/2006	S	1,100	D	\$ 29.86	44,000 ⁽¹⁾	D	
Class A Common Stock	04/03/2006	S	1,500	D	\$ 29.9	42,500 ⁽¹⁾	D	
Class A Common Stock	04/03/2006	S	1,200	D	\$ 29.91	41,300 ⁽¹⁾	D	
Class A Common Stock	04/03/2006	S	700	D	\$ 29.94	40,600 ⁽¹⁾	D	
Class A Common Stock	04/03/2006	S	3,200	D	\$ 29.95	37,400 ⁽¹⁾	D	
Class A Common Stock	04/03/2006	S	3,100	D	\$ 29.96	34,300 ⁽¹⁾	D	
Class A Common Stock	04/03/2006	S	3,100	D	\$ 29.97	31,200 ⁽¹⁾	D	
Class A Common Stock	04/03/2006	S	1,800	D	\$ 29.98	29,400 ⁽¹⁾	D	
Class A Common Stock	04/03/2006	S	1,000	D	\$ 29.99	28,400 ⁽¹⁾	D	
Class A Common Stock	04/03/2006	S	3,200	D	\$ 30	25,200 ⁽¹⁾	D	
Class A Common Stock	04/03/2006	S	800	D	\$ 30.01	24,400 ⁽¹⁾	D	
Class A Common Stock	04/03/2006	S	300	D	\$ 30.02	24,100 ⁽¹⁾	D	

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Class A Common Stock	04/03/2006	S	600	D	\$ 30.06	23,500 ⁽¹⁾	D
Class A Common Stock	04/03/2006	S	900	D	\$ 30.14	22,600 ⁽¹⁾	D
Class A Common Stock	04/03/2006	S	200	D	\$ 30.16	22,400 ⁽¹⁾	D
Class A Common Stock	04/03/2006	S	400	D	\$ 30.17	22,000 ⁽¹⁾	D
Class A Common Stock	04/03/2006	S	500	D	\$ 30.19	21,500 ⁽¹⁾	D
Class A Common Stock	04/03/2006	S	600	D	\$ 30.2	20,900 ⁽¹⁾	D
Class A Common Stock	04/03/2006	S	1,000	D	\$ 30.21	19,900 ⁽¹⁾	D
Class A Common Stock	04/03/2006	S	300	D	\$ 30.25	19,600 ⁽¹⁾	D
Class A Common Stock	04/03/2006	S	1,400	D	\$ 30.45	18,200 ⁽¹⁾	D
Class A Common Stock	04/04/2006	M	15,000	A	\$ 0.067	33,200 ⁽¹⁾	D

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

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SEC 1474
(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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option							Class A Common Stock	
\$ 4.286					04/03/2006			7,839
	M					06/06/2012		(2)
Employee Stock Option							Class A Common Stock	
\$ 4.286					04/03/2006			20,505
	M					06/26/2013		(3)
Employee Stock Option							Class A Common Stock	
\$ 6.429					04/03/2006			1,656
	M					12/18/2013		(4)
Employee Stock Option							Class A Common Stock	
\$ 0.067					04/04/2006			15,000
	M					06/20/2010		(5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOWEN MARTIN 46000 CENTER OAK PLAZA STERLING, VA 20166			Sr. VP, Gen. Counsel and Sec.	

Signatures

/s/ Martin
Lowen
04/04/2006
Date

**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) These options were fully exercisable on June 6, 2002.
- (3) 51,445 options are immediately exercisable with the remaining options vesting in monthly installments through May 2006.
- (4) 9,143 options are immediately exercisable with the remaining options vesting in monthly installments through December 2008.
- (5) Immediately.

Remarks:

*** All of the sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person

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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