NEUSTAR INC Form 4 July 06, 2006

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

SECURITIES

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2. Issuer Name and Ticker or Trading

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

(Print or Type Responses)

1. Name and Address of Reporting Person *

BABKA JEFFREY Issuer Symbol **NEUSTAR INC [NSR]** (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X_ Officer (give title 46000 CENTER OAK PLAZA 07/05/2006 below) Sr. VP and CFO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting STERLING, VA 20166 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) Owned Ownership (Instr. 8) (D) or Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Amount (D) Price Class A Common D 07/05/2006 M 12,100 Α $$6.25 25,800 \frac{(1)}{}$ Stock Class A Common 07/05/2006 S 100 D 25,700 D Stock Class A Common 07/05/2006 S 300 25,400 D Stock Class A S 200 D 07/05/2006 D \$ 25,200

30.66

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

Estimated average

burden hours per

Edgar Filing: NEUSTAR INC - Form 4

Stock							
Class A Common Stock	07/05/2006	S	200	D	\$ 30.71	25,000	D
Class A Common Stock	07/05/2006	S	400	D	\$ 30.76	24,600	D
Class A Common Stock	07/05/2006	S	300	D	\$ 30.79	24,300	D
Class A Common Stock	07/05/2006	S	500	D	\$ 30.8	23,800	D
Class A Common Stock	07/05/2006	S	1,000	D	\$ 30.81	22,800	D
Class A Common Stock	07/05/2006	S	100	D	\$ 30.83	22,700	D
Class A Common Stock	07/05/2006	S	100	D	\$ 30.84	22,600	D
Class A Common Stock	07/05/2006	S	300	D	\$ 30.85	22,300	D
Class A Common Stock	07/05/2006	S	200	D	\$ 30.86	22,100	D
Class A Common Stock	07/05/2006	S	100	D	\$ 30.87	22,000	D
Class A Common Stock	07/05/2006	S	600	D	\$ 30.88	21,400	D
Class A Common Stock	07/05/2006	S	300	D	\$ 30.89	21,100	D
Class A Common Stock	07/05/2006	S	200	D	\$ 30.99	20,900	D
Class A Common Stock	07/05/2006	S	200	D	\$ 31.07	20,700	D

Edgar Filing: NEUSTAR INC - Form 4

Class A Common Stock	07/05/2006	S	200	D	\$ 31.08	20,500	D
Class A Common Stock	07/05/2006	S	500	D	\$ 31.11	20,000	D
Class A Common Stock	07/05/2006	S	500	D	\$ 31.12	19,500	D
Class A Common Stock	07/05/2006	S	1,000	D	\$ 31.13	18,500	D
Class A Common Stock	07/05/2006	S	300	D	\$ 31.14	18,200	D
Class A Common Stock	07/05/2006	S	700	D	\$ 31.15	17,500	D
Class A Common Stock	07/05/2006	S	500	D	\$ 31.16	17,000 (1)	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number of tiorDerivative 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 or Number of Shares
Employee Stock Option	\$ 6.25	07/05/2006		M		12,100	(2)	06/22/2014	Class A Common Stock	12,100

Edgar Filing: NEUSTAR INC - Form 4

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BABKA JEFFREY

46000 CENTER OAK PLAZA Sr. VP and CFO

STERLING, VA 20166

Signatures

/s/ Martin Lowen, by power of attorney

07/06/2006

**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) 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) 151,363 options are immediately exercisable with the remaining options vesting in monthly installments through April 2008.

Remarks:

Form 4 Filing 1 of 2 (continuation report): Related transasctions effected by the Reporting Person on July 5, 2006 are reported

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

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.

Reporting Owners 4