NEUSTAR INC Form 4 October 04, 2006

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

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

1(b).

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **BABKA JEFFREY** Issuer Symbol **NEUSTAR INC [NSR]** (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title) _ Other (specify 46000 CENTER OAK PLAZA 10/02/2006 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

(Ctata)

(City)	(State)	(Zip) Tab l	le I - Non-I	Derivative	Securi	ities Acqu	ired, Disposed of	f, or Beneficial	y 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
~ 1			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Class A Common Stock	10/02/2006		M	40,996	A	\$ 6.25	54,696 (1)	D	
Class A Common Stock	10/02/2006		S	20	D	\$ 26.8	54,676	D	
Class A Common Stock	10/02/2006		S	503	D	\$ 26.83	54,173	D	
Class A Common	10/02/2006		S	281	D	\$ 26.86	53,892	D	

OMB APPROVAL

3235-0287

January 31,

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Stock							
Class A Common Stock	10/02/2006	S	2,332	D	\$ 26.9	51,560	D
Class A Common Stock	10/02/2006	S	80	D	\$ 26.92	51,480	D
Class A Common Stock	10/02/2006	S	100	D	\$ 26.93	51,380	D
Class A Common Stock	10/02/2006	S	643	D	\$ 26.94	50,737	D
Class A Common Stock	10/02/2006	S	704	D	\$ 26.96	50,033	D
Class A Common Stock	10/02/2006	S	342	D	\$ 26.97	49,691	D
Class A Common Stock	10/02/2006	S	20	D	\$ 26.99	49,671	D
Class A Common Stock	10/02/2006	S	2,754	D	\$ 27	46,917	D
Class A Common Stock	10/02/2006	S	724	D	\$ 27.01	46,193	D
Class A Common Stock	10/02/2006	S	1,849	D	\$ 27.02	44,344	D
Class A Common Stock	10/02/2006	S	482	D	\$ 27.03	43,862	D
Class A Common Stock	10/02/2006	S	324	D	\$ 27.04	43,538	D
Class A Common Stock	10/02/2006	S	460	D	\$ 27.05	43,078	D
Class A Common Stock	10/02/2006	S	121	D	\$ 27.06	42,957	D

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Class A Common Stock	10/02/2006	S	382	D	\$ 27.07 42,575	D
Class A Common Stock	10/02/2006	S	40	D	\$ 27.08 42,535	D
Class A Common Stock	10/02/2006	S	80	D	\$ 27.09 42,455	D
Class A Common Stock	10/02/2006	S	583	D	\$ 27.1 41,872	D
Class A Common Stock	10/02/2006	S	1,045	D	\$ 27.11 40,827	D
Class A Common Stock	10/02/2006	S	1,065	D	\$ 39,762	D
Class A Common Stock	10/02/2006	S	302	D	\$ 27.13 39,460	D
Class A Common Stock	10/02/2006	S	201	D	\$ 39,259 27.14	D
Class A Common Stock	10/02/2006	S	20	D	\$ 39,239 27.16	D
Class A Common Stock	10/02/2006	S	40	D	\$ 27.17 39,199	D
Class A Common Stock	10/02/2006	S	80	D	\$ 27.18 39,119	D
Class A Common Stock	10/02/2006	S	40	D	\$ 39,079 (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)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	Expiration (Month/Da	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	10/02/2006		M	40,99	96 <u>(2)</u>	06/22/2014	Class A Common Stock	40,996	

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				

BABKA JEFFREY 46000 CENTER OAK PLAZA STERLING, VA 20166

Sr. VP and CFO

Signatures

/s/ Martin Lowen, by power of attorney 10/04/2006

**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) 159,372 options are immediately exercisable with the remaining options vesting in monthly installments through April 2008.

Remarks:

a currently valid OMB number.

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

Form 4 Filing 1 of 2 (continuation report): Related transactions effected by the Reporting Person on October 2, 2006 are repo 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

Reporting Owners 4