**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

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)

(Street)

46000 CENTER OAK PLAZA

STERLING, VA 20166

2. Issuer Name and Ticker or Trading Symbol

**NEUSTAR INC [NSR]** 

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

10/02/2006

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

OMB

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title \_ Other (specify below)

Sr. VP and CFO 6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

(City)	(State)	(Zip) <b>Tabl</b>	e I - Non-D	) erivative	Secui	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Class A Common Stock	10/02/2006		S	20	D	\$ 27.29	39,059 (1)	D	
Class A Common Stock	10/02/2006		S	101	D	\$ 27.33	38,958	D	
Class A Common Stock	10/02/2006		S	20	D	\$ 27.37	38,938	D	
Class A Common	10/02/2006		S	804	D	\$ 27.41	38,134	D	

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Stock							
Class A Common Stock	10/02/2006	S	583	D	\$ 27.42	37,551	D
Class A Common Stock	10/02/2006	S	80	D	\$ 27.43	37,471	D
Class A Common Stock	10/02/2006	S	20	D	\$ 27.46	37,451	D
Class A Common Stock	10/02/2006	S	261	D	\$ 27.47	37,190	D
Class A Common Stock	10/02/2006	S	201	D	\$ 27.48	36,989	D
Class A Common Stock	10/02/2006	S	60	D	\$ 27.49	36,929	D
Class A Common Stock	10/02/2006	S	3,698	D	\$ 27.5	33,231	D
Class A Common Stock	10/02/2006	S	181	D	\$ 27.53	33,050	D
Class A Common Stock	10/02/2006	S	342	D	\$ 27.54	32,708	D
Class A Common Stock	10/02/2006	S	1,186	D	\$ 27.55	31,522	D
Class A Common Stock	10/02/2006	S	2,452	D	\$ 27.56	29,070	D
Class A Common Stock	10/02/2006	S	2,533	D	\$ 27.57	26,537	D
Class A Common Stock	10/02/2006	S	683	D	\$ 27.58	25,854	D
Class A Common Stock	10/02/2006	S	904	D	\$ 27.59	24,950	D

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Class A Common Stock	10/02/2006	S	2,392	D	\$ 27.6	22,558	D
Class A Common Stock	10/02/2006	S	2,533	D	\$ 27.61	20,025	D
Class A Common Stock	10/02/2006	S	2,050	D	\$ 27.62	17,975	D
Class A Common Stock	10/02/2006	S	1,186	D	\$ 27.63	16,789	D
Class A Common Stock	10/02/2006	S	1,482	D	\$ 27.64	15,307	D
Class A Common Stock	10/02/2006	S	862	D	\$ 27.65	14,445	D
Class A Common Stock	10/02/2006	S	283	D	\$ 27.66	14,162	D
Class A Common Stock	10/02/2006	S	20	D	\$ 27.67	14,142	D
Class A Common Stock	10/02/2006	S	301	D	\$ 27.68	13,841	D
Class A Common Stock	10/02/2006	S	141	D	\$ 27.69	13,700 (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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	re	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo

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Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Exercisable Expiration Title Amount Date or

Amount or Number Trans

(Insti

Number of Shares

# **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.

#### **Remarks:**

\*\*\* 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 2 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 a currently valid OMB number.

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