**NEUSTAR INC** Form 4 March 05, 2007

### FORM 4

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

**OMB APPROVAL** 

**OMB** 3235-0287 Number: January 31,

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

**SECURITIES** 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.

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Jafari Ali Reza

2. Issuer Name and Ticker or Trading Symbol

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

5. Relationship of Reporting Person(s) to Issuer

**NEUSTAR INC [NSR]** 

(Check all applicable)

(First)

(Street)

46000 CENTER OAK PLAZA

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 03/01/2007

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

Sr. VP, International

below)

below)

Indirect

Beneficial

Ownership

(Instr. 4)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ 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

STERLING, VA 20166

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Indirect (I) Owned Following (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

or Code V Amount (D) Price

(A)

Class A Common

Stock

(Instr. 3)

 $1,950^{(1)}$ D

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: NEUSTAR INC - Form 4

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 of (D) (Instr. 3, 4,	6. Date Exercis Expiration Dat (Month/Day/Y	e Underlying Securit		Securiti
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Performance Share Units	\$ 0	03/01/2007		A	7,750	01/01/2010	<u>(2)</u>	Class A Common Stock	<u>(3`</u>
Employee Stock Options	\$ 32.59	03/01/2007		A	13,500	<u>(4)</u>	03/01/2014	Class A Common Stock	13,5

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Jafari Ali Reza 46000 CENTER OAK PLAZA STERLING, VA 20166			Sr. VP, International			

## **Signatures**

/s/ Martin K. Lowen, by power of attorney 03/05/2007

\*\*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 1,950 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) The performance share units terminate if the reporting person experiences a Termination (as defined in the NeuStar, Inc. 2005 Stock Incentive Plan) before January 1, 2010.
  - Upon vesting, the reporting person will be entitled to receive shares of Class A Common Stock, the amount of which is based on, and subject to, the achievement of certain revenue and EBITDA goals set forth in the Performance Award Agreement. The number of shares
- (3) of Class A Common Stock, together with Dividend Equivalents (as defined in the NeuStar, Inc. 2005 Stock Incentive Plan) on such performance share units, that the reporting person will be entitled to receive will range from 0% to 150% of the number of shares of performance share units granted.
- (4) Twenty-five percent of the options vest on March 1, 2008, after which the remaining options vest in thirty-six monthly installments. 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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