

FLORANCE ANDREW C
 Form 4
 April 30, 2018

FORM 4

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

OMB APPROVAL

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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 *
 FLORANCE ANDREW C

(Last) (First) (Middle)

C/O COSTAR GROUP, INC., 1331
 L STREET, NW

(Street)

WASHINGTON, DC 20005

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 COSTAR GROUP INC [CSGP]

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/26/2018

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)

President and CEO

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 Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	04/26/2018		S	7,782 D	\$ 372.34 136,870 ⁽²⁾	D	
					⁽¹⁾		
Common Stock, par value \$0.01 per share	04/27/2018		S	11,200 D	\$ 371.15 125,670 ⁽⁴⁾	D	
					⁽³⁾		
Common Stock, par	04/30/2018		S	5,839 D	\$ 119,831 ⁽⁶⁾	D	
					369.05		

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- (3) Average based on sales prices ranging from \$371 to \$371.23.
- (4) Represents all shares of Common Stock owned, consisting of 59,482 shares of Common Stock and 66,188 shares of Common Stock subject to unvested Restricted Stock grants.
- (5) Average based on sales prices ranging from \$369 to \$369.61.
- (6) Represents all shares of Common Stock owned, consisting of 53,643 shares of Common Stock and 66,188 shares of Common Stock subject to unvested Restricted Stock grants.

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.