

NEUSTAR INC
Form 4
April 05, 2006

FORM 4

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

OMB APPROVAL

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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 *
FOSTER MARK D

(Last) (First) (Middle)

46000 CENTER OAK PLAZA

(Street)

STERLING, VA 20166

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NEUSTAR INC [NSR]

3. Date of Earliest Transaction (Month/Day/Year)
04/03/2006

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)
Sr. VP & Chief Tech. Off.

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	04/03/2006		M		7,270 A \$ 6.429	8,970 <u>(1)</u> <u>(2)</u>	D
Class A Common Stock	04/03/2006		M		27,808 A \$ 4.286	36,778 <u>(2)</u>	D
Class A Common Stock	04/03/2006		S		800 D \$ 29.85	35,978 <u>(2)</u>	D
Class A Common	04/03/2006		S		3,600 D \$ 29.98	32,378 <u>(2)</u>	D

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Stock									
Class A Common Stock	04/03/2006	S	2,200	D	\$ 30	30,178 ⁽²⁾	D		
Class A Common Stock	04/03/2006	S	578	D	\$ 30.05	29,600 ⁽²⁾	D		
Class A Common Stock	04/03/2006	S	300	D	\$ 30.04	29,300 ⁽²⁾	D		
Class A Common Stock	04/03/2006	S	10,100	D	\$ 30.03	19,200 ⁽²⁾	D		
Class A Common Stock	04/03/2006	S	100	D	\$ 30.1	19,100 ⁽²⁾	D		
Class A Common Stock	04/03/2006	S	500	D	\$ 29.96	18,600 ⁽²⁾	D		
Class A Common Stock	04/03/2006	S	600	D	\$ 29.97	18,000 ⁽²⁾	D		
Class A Common Stock	04/03/2006	S	3,300	D	\$ 29.98	14,700 ⁽²⁾	D		
Class A Common Stock	04/03/2006	S	3,800	D	\$ 29.99	10,900 ⁽²⁾	D		
Class A Common Stock	04/03/2006	S	7,500	D	\$ 30	3,400 ⁽²⁾	D		
Class A Common Stock	04/03/2006	S	1,500	D	\$ 30.01	1,900 ⁽²⁾	D		
Class A Common Stock	04/03/2006	S	200	D	\$ 30.06	1,700 ⁽²⁾	D		
Class A Common Stock	04/03/2006	S	1,604	D	\$ 30.45	56,489	I	By NeuStar, Inc. Voting Trust	
Class A Common	04/03/2006	S	200	D	\$ 30.14	56,289	I	By NeuStar,	

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Stock									Inc. Voting Trust
Class A Common Stock	04/03/2006	S	400	D	\$ 30.2	55,889	I		By NeuStar, Inc. Voting Trust
Class A Common Stock	04/03/2006	S	400	D	\$ 30.16	55,489	I		By NeuStar, Inc. Voting Trust
Class A Common Stock	04/03/2006	S	700	D	\$ 30.22	54,789	I		By NeuStar, Inc. Voting Trust
Class A Common Stock	04/03/2006	S	1,300	D	\$ 30.21	53,489	I		By NeuStar, Inc. Voting Trust
Class A Common Stock	04/03/2006	S	300	D	\$ 30.19	53,189	I		By NeuStar, Inc. Voting Trust
Class A Common Stock	04/03/2006	S	700	D	\$ 30.15	52,489	I		By NeuStar, Inc. Voting Trust
Class A Common Stock	04/03/2006	S	1,200	D	\$ 30.1	51,289	I		By NeuStar, Inc. Voting Trust
Class A Common Stock	04/03/2006	S	800	D	\$ 30.01	50,489	I		By NeuStar, Inc. Voting Trust
Class A Common Stock	04/03/2006	S	3,600	D	\$ 29.95	46,889	I		By NeuStar, Inc.

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Class A Common Stock	04/03/2006	S	200	D	\$ 29.79	46,689	I		Voting Trust By NeuStar, Inc. Voting Trust
Class A Common Stock	04/03/2006	S	1,100	D	\$ 29.76	45,589	I		By NeuStar, Inc. Voting Trust
Class A Common Stock	04/03/2006	S	200	D	\$ 29.77	45,389	I		By NeuStar, Inc. Voting Trust

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.

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(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. Transaction Code (Instr. 8)	5. Number of Derivative 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option	\$ 6.429	04/03/2006		M	7,270	⁽³⁾	12/18/2013	Class A Common Stock	7,270
Employee Stock Option	\$ 4.286	04/03/2006		M	27,808	⁽⁴⁾	06/06/2012	Class A Common Stock	27,808

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOSTER MARK D 46000 CENTER OAK PLAZA STERLING, VA 20166			Sr. VP & Chief Tech. Off.	

Signatures

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

__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) Excludes the 33,607 shares of Class A Common Stock held by a family trust, which were previously reported incorrectly as being owned directly by the Reporting Person.
- (2) 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.
- (3) 24,228 options are immediately exercisable with the remaining options vesting in monthly installments through December 2008.
- (4) Immediately.

Remarks:

Form 4 Filing 1 of 2 (continuation report): Related transactions effected by the Reporting Person on April 3, 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 Person

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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