NEUSTAR INC Form 3 July 07, 2008

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement **NEUSTAR INC [NSR]** A Arnold Douglas (Month/Day/Year) 06/26/2008 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 46000 CENTER OAK PLAZA (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) 10% Owner Director _X_ Form filed by One Reporting _X__ Officer Other Person STERLING, Â VAÂ 20166 (give title below) (specify below) Form filed by More than One SVP, Human Relations Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Class A Common Stock D Â $4,000^{(1)}$ Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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.

 $Table\ II\ -\ Derivative\ Securities\ Beneficially\ Owned\ (\textit{e.g.},\ puts,\ calls,\ warrants,\ options,\ convertible\ securities)$

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security		4. Conversion or Exercise	Ownership Form of	6. Nature of Indirect Beneficial Ownership
			(Instr. 4)	Amount or Number of	Price of Derivative	Derivative Security:	(Instr. 5)
	Date Exercisable	Expiration Date	Title		Security	Direct (D) or Indirect	

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				Shares		(I) (Instr. 5)	
Employee Stock Options	(2)	11/05/2015	Class A Common Stock	40,000	\$ 34.06	D	Â
Employee Stock Options	(3)	02/22/2015	Class A Common Stock	21,600	\$ 26.38	D	Â
Performance Share Units	01/01/2011	(4)	Class A Common Stock	8,600	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
r-	Director 10% Owner		Officer	Other		
Arnold Douglas 46000 CENTER OAK PLAZA STERLING Â VA Â 20166	Â	Â	SVP, Human Relations	Â		

Signatures

/s/ Denis A. Curran, by power of attorney 07/07/2008

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) The shares acquired were awarded pursuant 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 September 4, 2008, 2009, 2010 and 2011.
- (2) Twenty-five percent of the options vest on September 4, 2008, after which the remaining options vest in thirty-six monthly installments beginning on October 31, 2008.
- (3) Twenty-five percent of the options vest on February 22, 2009, after which the remaining options vest in thirty-six monthly installments beginning on March 31, 2009.
- Upon vesting, the Reporting Person will be entitled to receive shares of Class A Common Stock, together with Divdend Equivalents (as defined in the NeuStar, Inc. 2005 Stock Incentive Plan) on such performance share units, the amount of which is based on, and subject to, the achievement of certain performance goals set forth in the Performance Award Agreement.

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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