

NEUSTAR INC
Form 4
May 16, 2008

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 *
BABKA JEFFREY

(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)
05/15/2008

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 and CFO

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	(A) or (D)	Price
Class A Common Stock	05/15/2008		M		200,000	A	\$ 6.25
					229,900	(1)	D
Class A Common Stock	05/15/2008		S		1,300	D	\$ 24.2
					228,600		D
Class A Common Stock	05/15/2008		S		3,800	D	\$ 24.21
					224,800		D
Class A Common	05/15/2008		S		5,000	D	\$ 24.22
					219,800		D

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Stock							
Class A Common Stock	05/15/2008	S	2,400	D	\$ 24.23	217,400	D
Class A Common Stock	05/15/2008	S	1,200	D	\$ 24.24	216,200	D
Class A Common Stock	05/15/2008	S	400	D	\$ 24.25	215,800	D
Class A Common Stock	05/15/2008	S	800	D	\$ 24.26	215,000	D
Class A Common Stock	05/15/2008	S	2,500	D	\$ 24.27	212,500	D
Class A Common Stock	05/15/2008	S	4,100	D	\$ 24.28	208,400	D
Class A Common Stock	05/15/2008	S	5,400	D	\$ 24.29	203,000	D
Class A Common Stock	05/15/2008	S	700	D	\$ 24.295	202,300	D
Class A Common Stock	05/15/2008	S	3,700	D	\$ 24.3	198,600	D
Class A Common Stock	05/15/2008	S	100	D	\$ 24.305	198,500	D
Class A Common Stock	05/15/2008	S	3,400	D	\$ 24.31	195,100	D
Class A Common Stock	05/15/2008	S	300	D	\$ 24.315	194,800	D
Class A Common Stock	05/15/2008	S	2,600	D	\$ 24.32	192,200	D
Class A Common Stock	05/15/2008	S	500	D	\$ 24.33	191,700	D

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Class A Common Stock	05/15/2008	S	2,100	D	\$ 24.34	189,600	D
Class A Common Stock	05/15/2008	S	200	D	\$ 24.345	189,400	D
Class A Common Stock	05/15/2008	S	18,000	D	\$ 24.35	171,400	D
Class A Common Stock	05/15/2008	S	3,300	D	\$ 24.36	168,100	D
Class A Common Stock	05/15/2008	S	200	D	\$ 24.365	167,900	D
Class A Common Stock	05/15/2008	S	3,900	D	\$ 24.37	164,000	D
Class A Common Stock	05/15/2008	S	200	D	\$ 24.375	163,800	D
Class A Common Stock	05/15/2008	S	2,800	D	\$ 24.38	161,000	D
Class A Common Stock	05/15/2008	S	2,700	D	\$ 24.39	158,300	D
Class A Common Stock	05/15/2008	S	24,400	D	\$ 24.4	133,900	D
Class A Common Stock	05/15/2008	S	300	D	\$ 24.405	133,600	D
Class A Common Stock	05/15/2008	S	3,200	D	\$ 24.41	130,400	D

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

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Options	\$ 6.25	05/15/2008		M	200,000	<u>(2)</u>	06/22/2014	Class A Common Stock	200,000

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 K. Lowen, by power of attorney
Date: 05/16/2008

__Signature of Reporting Person

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.
- (2) Immediately.

Remarks:

Form 4 Filing 1 of 2 (continuation report). Related transactions effected by the Reporting Person on May 15, 2008 are reported.

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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