

Berry Alex
Form 4
March 02, 2012

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 *
Berry Alex

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
21575 RIDGETOP CIRCLE

3. Date of Earliest Transaction (Month/Day/Year)
02/29/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

SVP, Enterprise Services

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

STERLING, VA 20166

(City) (State) (Zip)

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 | 03/01/2012 | | M | | 2,084 A \$ 21.06 | 16,621 ⁽¹⁾ | D |
| Class A Common Stock | 03/01/2012 | | M | | 1,530 A \$ 15.39 | 18,151 | D |
| Class A Common Stock | 03/01/2012 | | M | | 1,154 A \$ 22.82 | 19,305 | D |
| Class A Common | 03/01/2012 | | M | | 6,600 A \$ 26.45 | 25,905 | D |

Stock

Class A
Common Stock 03/01/2012 S 11,425 D 34.77 13,772 ⁽¹⁾ D
(2)

\$

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

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SEC 1474
(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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 | 02/29/2012 | | A | 14,200 | ⁽³⁾ ⁽⁴⁾ | Class A Common Stock | 14,200 |
| Employee Stock Options | \$ 21.06 | 03/01/2012 | | M | 2,084 | ⁽⁵⁾ 09/11/2015 | Class A Common Stock | 2,084 |
| Employee Stock Options | \$ 15.39 | 03/01/2012 | | M | 1,530 | ⁽⁵⁾⁽⁶⁾ 02/23/2016 | Class A Common Stock | 1,530 |
| Employee Stock Options | \$ 22.82 | 03/01/2012 | | M | 1,154 | ⁽⁵⁾⁽⁷⁾ 02/23/2017 | Class A Common Stock | 1,154 |
| Employee Stock Options | \$ 26.45 | 03/01/2012 | | M | 6,600 | ⁽⁸⁾ 02/22/2018 | Class A Common Stock | 6,600 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Berry Alex 21575 RIDGETOP CIRCLE STERLING, VA 20166 | | | SVP, Enterprise Services | |

Signatures

/s/ Paul S Lalljie, by power of
attorney

03/02/2012

__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 shares that are subject to restricted stock agreements under the NeuStar, Inc. 2005 Stock Incentive Plan and the NeuStar, Inc. 2009 Stock Incentive Plan.

(2) This transaction was executed in multiple trades at prices ranging from \$34.65 to \$35.05. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(3) Twenty percent of the restricted stock units vest on each of January 1, 2013, 2014, 2015, 2016 and 2017.

(4) Upon the Reporting Person's Termination (as defined in the NeuStar, Inc. 2009 Stock Incentive Plan (the "Plan")), including by reason of death or Disability (as defined in the Plan), other than by the Company for Cause (as defined in the Plan) or by the Reporting Person without Good Reason (as defined in the Restricted Stock Unit Agreement), any unvested restricted stock units that would have vested during the 12 months after such separation from NeuStar, Inc. shall immediately vest, and the remainder of any unvested restricted stock units shall immediately be forfeited without compensation.

(5) 2,084 options are immediately exercisable with the remaining options vesting in monthly installments through September 2012.

(6) 1,530 options are immediately exercisable with the remaining options vesting in monthly installments through February 2013.

(7) 1,154 options are immediately exercisable with the remaining options vesting in monthly installments through February 2014.

(8) 6,600 options are immediately exercisable with the remaining options vesting in monthly installments through February 2015.

Remarks:

***All of the sales reported on 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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