

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 Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Arnold Douglas | | (Month/Day/Year) | NEUSTAR INC [NSR] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 46000 CENTER OAK PLAZA | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| STERLING,Â VAÂ 20166 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | SVP, Human Relations | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Class A Common Stock | 4,000 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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 (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 (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Title | Amount or Number of | | |

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

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Arnold Douglas 46000 CENTER OAK PLAZA STERLING, VA 20166 | Â | 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.

(4) Upon vesting, the Reporting Person will be entitled to receive shares of Class A Common Stock, together with Dividend 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.