

Berry Alex
 Form 4
 November 08, 2012

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 *
 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)

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

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

21575 RIDGETOP CIRCLE

11/06/2012

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Class A Common Stock | 11/06/2012 | | M | | 2,295 A \$ 15.39 | 15,426 ⁽¹⁾ | D |
| Class A Common Stock | 11/06/2012 | | M | | 2,072 A \$ 21.06 | 17,498 ⁽¹⁾ | D |
| Class A Common Stock | 11/06/2012 | | M | | 1,731 A \$ 22.82 | 19,229 ⁽¹⁾ | D |
| Class A Common | 11/06/2012 | | M | | 1,650 A \$ 26.45 | 20,879 ⁽¹⁾ | D |

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| | | | | | | | | |
|----------------------------|------------|---|-------|---|--------------------|------------|---|--|
| Stock | | | | | | | | |
| Class A Common Stock | 11/06/2012 | S | 1,687 | D | \$ 36.75 (2) | 19,192 (1) | D | |
| Class A Common Stock | 11/06/2012 | S | 2,531 | D | \$ 37.7 (3) | 16,661 (1) | D | |
| Class A Common Stock | 11/06/2012 | S | 2,610 | D | \$ 38.83 (4) | 14,051 (1) | D | |

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Options | \$ 15.39 | 11/06/2012 | | M | 2,295 | (5) 02/23/2016 | Class A Common Stock | 2,295 |
| Employee Stock Options | \$ 21.06 | 11/06/2012 | | M | 2,072 | (6) 09/11/2018 | Class A Common Stock | 2,072 |
| Employee Stock Options | \$ 22.82 | 11/06/2012 | | M | 1,731 | (7) 02/23/2017 | Class A Common Stock | 1,731 |
| Employee Stock Options | \$ 26.45 | 11/06/2012 | | M | 1,650 | (8) 02/22/2018 | Class A Common Stock | 1,650 |

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

11/08/2012

__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. 2009 Stock Incentive Plan.
This transaction was executed in multiple trades at prices ranging from \$36.12 to \$36.70. 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) This transaction was executed in multiple trades at prices ranging from \$37.20 to \$38.11. 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.
- (4) This transaction was executed in multiple trades at prices ranging from \$38.27 to \$39.10. 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.
- (5) 3,825 options are immediately exercisable with the remaining options vesting in monthly installments through February 2013.
- (6) 2,072 options are immediately exercisable.
- (7) 2,885 options are immediately exercisable with the remaining options vesting in monthly installments through February 2014.
- (8) 2,750 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. 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.