

COSTAR GROUP INC  
Form 4  
March 09, 2015

**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 \*  
**CARCHEDI FRANCIS**

(Last) (First) (Middle)

**C/O COSTAR GROUP, INC., 1331  
L STREET, NW**

(Street)

**WASHINGTON, DC 20005**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**COSTAR GROUP INC [CSGP]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/05/2015**

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)

Executive VP, Operations

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   |  |   |   |
| Common Stock, par value \$0.01 per share | 03/05/2015                           |  | A                              |   | 8,120 <sup>(1)</sup>  | A  | \$ 0 30,550 <sup>(2)</sup>                            | D |
| Common Stock, par value \$0.01 per share | 03/09/2015                           |  | S                              |   | 5,910   | D  | \$ 191.05 <sup>(3)</sup> 24,640 <sup>(4)</sup>        | D |

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

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option to Acquire Common Stock             | \$ 193.69  | 03/05/2015                           |  | A                              | 8,500   | <sup>(5)</sup> 03/04/2025                                | Common Stock  | 8,500                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| CARCHEDI FRANCIS<br>C/O COSTAR GROUP, INC.<br>1331 L STREET, NW<br>WASHINGTON, DC 20005 |               |           | Executive VP, Operations |       |

## Signatures

/s/ Jonathan Coleman,  
Attorney-in-Fact

03/09/2015

\_\_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 a grant of 5,000 shares of restricted common stock that vest in three equal installments on March 5, 2016, March 5, 2017 and March 5, 2018, and a grant of 3,120 shares of restricted common stock that vest based upon CoStar Group, Inc.'s achievement of a three year performance goal.

(2) Represents all shares of Common Stock owned, consisting of 10,118 shares of Common Stock and 20,432 shares of Common Stock subject to unvested Restricted Stock grants.

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- (3) Average based on sales prices ranging from \$191.00 to \$191.20.
- (4) Represents all shares of Common Stock owned, consisting of 4,208 shares of Common Stock and 20,432 shares of Common Stock subject to unvested Restricted Stock grants.
- (5) The option vests in three equal installments on March 5, 2016, March 5, 2017 and March 5, 2018

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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