NEUSTAR INC
Form 4
March 27, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Skorny Henry

(Last) (First) (Middle)

21575 RIDGETOP CIRCLE

(Street)

STERLING, CA 20166

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/23/2017

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
SVP, IOT

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	03/23/2017	03/23/2017	M		11,199	A	$ 0	24,773 (1)	D	
Class A Common Stock	03/23/2017	03/23/2017	F		5,823	D	$ 33.1 (2)	18,950 (1)	D	
Class A Common Stock	03/23/2017	03/23/2017	M		7,906	A	$ 0	26,856 (1)	D	
Class A Common	03/23/2017	03/23/2017	F		4,126	D	$ 33.1	22,730 (1)	D	

Stock						(2)			
Class A Common Stock	03/24/2017	03/24/2017	S(3)	9,156	D	$ 33.1 (4)	13,574 (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.

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)		8. De Sec (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	$ 0	03/23/2017	03/23/2017	M			11,199	(5)	(6)	Class A Common Stock	11,199	
Restricted Stock Units	$ 0	03/23/2017	03/23/2017	M			7,906	(7)	(6)	Class A Common Stock	7,906	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Skorny Henry 21575 RIDGETOP CIRCLE STERLING, CA 20166			SVP, IOT	

Signatures

/s/ Paul S. Lalljie, by Power of Attorney	03/27/2017
**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 performance-vested restricted unit agreements under the Amended and Restated NeuStar, Inc. 2009 Stock Incentive Plan.

(2) The price is equal to the closing price of the Class A Common Stock on March 23, 2017.

(3) These transactions were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on May 16, 2016.

(4) The price range for sales of these shares was between $33.10 and $33.12 per share. Upon appropriate request, the reporting person will provide information regarding the number of shares sold at each separate price.

(5) On April 13, 2015, 33,600 restricted stock units were awarded. The portion of the restricted stock units that are being reported in this Form 4 were fully vested on March 23, 2017.

(6) Upon the Reporting Person's Termination (as defined in the Amended and Restated NeuStar, Inc. 2009 Stock Incentive Plan (the "Plan"), including by reason of death or Disability (as defined in the Plan), other than by the Issuer for Cause (as defined by 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 seperation from NeuStar, Inc. shall immediately vest, and the remainder of any unvested restricted stock units shall immediately be forfeited without compensation.

(7) On April 13, 2015, 23,720 restricted stock units were awarded. The portion of the restricted stock units that are being reported in this Form 4 were fully vested on March 23, 2017.

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.