#### **COSTAR GROUP INC**

Form 4

October 26, 2006

## FORM 4

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

OMB Number: 3235-0287

Estimated average

5. Relationship of Reporting Person(s) to

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

LOW JOSIA	AH O III	Symb COS	<sup>ol</sup> TAR GROU	JP INC [	CSG	P1	Issuer			
(Last)	(First) (I	Middle) 3. Dat	e of Earliest T	_		,	(Ch X Director	neck all applicat	ole) 0% Owner	
100 CEDAR	CLIFF ROAD		th/Day/Year) 7/2006				Officer (gi		ther (specify	
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
RIVERSIDE	E, CT 06878							y More than One		
(City)	(State)	(Zip)	able I - Non-	Derivative	Secur	ities A	cquired, Disposed	of, or Benefici	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code		d (A) of d of (E, 4 and (A) or	<b>)</b> )	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock, par value \$0.01 per share	09/07/2006		A	2,585	A	\$ 0	10,970 (1)	D		
Common Stock, par value \$0.01 per share							1,000	I	Shares owned by Mr. Low's wife, for which he disclaims beneficial	

ownership

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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)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	١
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
							te Expiration		Number		
					Exercisable Date		Date		of		
				Code V	(A) (D)				Shares		
				Couc v	(A) (D)				Shares		

### **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer		

Director 10% Owner Officer Other

LOW JOSIAH O III 100 CEDAR CLIFF ROAD X RIVERSIDE, CT 06878

### **Signatures**

Jonathan Coleman, Attorney-in-Fact

\*\*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) Represents all shares of Common Stock directly owned, consisting of 6,551 shares of Common Stock and 4,239 shares of Common Stock subject to unvested Restricted Stock Grants.

#### **Remarks:**

**Exhibit List** 

Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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