

Kitchen Jennifer
Form 4
June 01, 2011

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 *
Kitchen Jennifer

(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)

05/28/2011

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)

Sr. Vice President, Research

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, par value \$0.01 per share	05/28/2011		F	33	D \$ 63.16	10,839 ⁽¹⁾	D

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

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

Table with columns: 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. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Owned Beneficially (Instr. 5), 10. Reporting Owner's Relationship to the Issuer (Instr. 3, 4, and 5), 11. Derivative Security's Conversion or Exercise Price (Instr. 3), 12. Derivative Security's Exercise Style (Instr. 3), 13. Derivative Security's Underlying Security (Instr. 3 and 4), 14. Derivative Security's Underlying Security's Conversion or Exercise Price (Instr. 3), 15. Derivative Security's Underlying Security's Exercise Style (Instr. 3), 16. Derivative Security's Underlying Security's Underlying Security (Instr. 3 and 4), 17. Derivative Security's Underlying Security's Conversion or Exercise Price (Instr. 3), 18. Derivative Security's Underlying Security's Exercise Style (Instr. 3), 19. Derivative Security's Underlying Security's Underlying Security (Instr. 3 and 4), 20. Derivative Security's Underlying Security's Conversion or Exercise Price (Instr. 3), 21. Derivative Security's Underlying Security's Exercise Style (Instr. 3), 22. Derivative Security's Underlying Security's Underlying Security (Instr. 3 and 4), 23. Derivative Security's Underlying Security's Conversion or Exercise Price (Instr. 3), 24. Derivative Security's Underlying Security's Exercise Style (Instr. 3), 25. Derivative Security's Underlying Security's Underlying Security (Instr. 3 and 4).

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Row 1: Kitchen Jennifer, C/O COSTAR GROUP, INC., 1331 L STREET, NW, WASHINGTON, DC 20005; Sr. Vice President, Research.

Signatures

/s/ Jonathan Coleman, Attorney-in-Fact, 06/01/2011. 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 owned, consisting of 4,905 shares of Common Stock and 5,934 shares of Common Stock subject to unvested Restricted Stock Grants.

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.