Berry Alex Form 4 January 03, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

1(b).

Common

(Print or Type Responses)

See Instruction

	•											
1. Name and Address of Reporting Person *Berry Alex			2. Issuer Name and Ticker or Trading Symbol NEUSTAR INC [NSR]				ng	5. Relationship of Reporting Person(s) to Issuer				
(T)								(Check all applicable)				
(Last) (First) (Middle) 21575 RIDGETOP CIRCLE			3. Date of Earliest Transaction (Month/Day/Year) 01/01/2013					Director 10% Owner X Officer (give title Other (specify below)				
(Street)			4. If Ame	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
STERLING	Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Form filed by More than One Person											
(City)	(State)	(Zip)	Tabl	le I - Non-l	Derivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution	on Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following Reported	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
Class A				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				
Class A Common Stock	01/01/2013			M	5,410	A	\$0	19,461 <u>(1)</u>	D			
Class A Common Stock	01/01/2013			F	1,748	D	\$ 41.93 (2)	17,713 <u>(1)</u>	D			
Class A Common Stock	01/01/2013			M	2,840	A	\$ 0	20,553 (1)	D			
Class A	01/01/2013			F	1,083	D	\$	19,470 (1)	D			

41.93

Stock (2)

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

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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. Transacti Code (Instr. 8)	5. Number coof 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Share Units	\$ 0	01/01/2013		M	5,410 (3)	01/01/2013	<u>(4)</u>	Class A Common Stock	5,410
Restricted Stock Units	\$ 0	01/01/2013		M	2,840	(5)	<u>(6)</u>	Class A Common Stock	2,840

Reporting Owners

Director 10% Owner Officer Other

Berry Alex

21575 RIDGETOP CIRCLE SVP, Enterprise Services

STERLING, VA 20166

Signatures

/s/ Paul S Lalljie, by power of attorney 01/03/2013

**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).

Reporting Owners 2

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- (1) Includes shares that are subject to restricted stock agreements under the NeuStar, Inc. 2009 Stock Incentive Plan.
- (2) The price is equal to the closing price of the Class A Common Stock on December 31, 2012.
 - Each performance share unit represented a contingent right to receive a share of Class A Common Stock based on, and subject to, the achievement of certain revenue and EBITDA goals set forth in the Performance Award Agreement. The number of shares of Class A
- (3) Common Stock, together with Dividend Equivalents (as defined in the NeuStar, Inc. 2009 Stock Incentive Plan) on such performance share units, that the Reporting Person was entitled to receive ranged from 0% to 150% of the number of shares of performance share units granted.
- (4) The performance share units terminate if the Reporting Person experiences a Termination (as defined in the NeuStar, Inc. 2005 Stock Incentive Plan) before January 1, 2013.
- (5) Twenty percent of the restricted stock units vest on each of January 1, 2013, 2014, 2015, 2016 and 2017.
 - Upon the Reporting Person's Termination (as defined in the NeuStar, Inc. 2009 Stock Incentive Plan (the "Plan")), including by reason of death or Disability (as defined in the Plan), other than by the Company for Cause (as defined in the Plan) or by the Reporting Person
- (6) 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 separation from NeuStar, Inc. shall immediately vest, and the remainder of any unvested restricted stock units shall immediately be forfeited without compensation.

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.