Marples Paul Form 4 February 18, 2011

### FORM 4

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

**OMB** 3235-0287 Number:

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

**OMB APPROVAL** 

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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1 Name and Address of Departing Day

1. Name and Address of Reporting Person ** Marples Paul			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
			COSTAR GROUP INC [CSGP]				
(Last)	(First) (Middle)		3. Date of Earliest Transaction	<b></b>			
			(Month/Day/Year)	Director	10% Owner		
C/O COSTAR GROUP, INC., 1331			02/16/2011	_X_ Officer (give title _	Other (specif		
L STREET, NW			02/10/2011	below) be	low)		
				Managing Director, FOCUS			
(Street)			4 If Amendment Date Original	6 Individual or Joint/Group Filing(Che			

Filed(Month/Day/Year)

WASHINGTON, DC 20005

(Zip) Table	e I - Non-D	erivative Securities	Acquired, Disposed of	f, or Beneficially	y Owned
2A. Deemed Execution Date, if any (Month/Day/Year)	Execution Date, if Transaction Code		(D) Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	(D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				D	
	2A. Deemed Execution Date, if any	2 2A. Deemed 3. Execution Date, if any Code (Month/Day/Year) (Instr. 8)	2 A. Deemed 3. 4. Securities Acqui Execution Date, if any Code (Instr. 3, 4 and 5)  (Month/Day/Year) (Instr. 8)  (A) or Code V Amount (D) P	2 A. Deemed 3. 4. Securities Acquired 5. Amount of Execution Date, if Transaction(A) or Disposed of (D) any Code (Instr. 3, 4 and 5) Beneficially (Month/Day/Year) (Instr. 8) Owned Following Reported Transaction(s) (Instr. 3 and 4)	2 A. Deemed 3. 4. Securities Acquired 5. Amount of Execution Date, if Transaction(A) or Disposed of (D) any Code (Instr. 3, 4 and 5) Beneficially (D) or (Month/Day/Year) (Instr. 8) Owned Indirect (I) Following Reported Transaction(s) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Applicable Line)

Person

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

#### Edgar Filing: Marples Paul - Form 4

#### 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	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Marples Paul

C/O COSTAR GROUP, INC. 1331 L STREET, NW WASHINGTON, DC 20005

Managing Director, FOCUS

# **Signatures**

/s/ Jonathathan Coleman, Attorney-in-Fact

02/18/2011

\*\*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).
- Represents all shares of Common Stock owned, consisting of 12,018 shares of Common Stock and 6,234 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.

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