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Kitchen Jenn	ifer										
Form 4	2012										
February 23,										PPROVAL	
FORM	4 UNITED S	STATES					IGE (COMMISSION		3235-0287	
Check thi if no long subject to Section 1 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	6. Filed purs Section 17(a	suant to S a) of the I	Washington, D.C. 20549 F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section) of the Investment Company Act of 1940					Expires:January 31, 2005Estimated average burden hours per response0.5			
(Print or Type R	Responses)										
Kitchen Jennifer Sym			Symbol	2. Issuer Name and Ticker or Trading Symbol COSTAR GROUP INC [CSGP]				5. Relationship of Reporting Person(s) to Issuer			
		** 1 11 \			-	SGP	J	(Chec	ck all applicable	e)	
(Last) C/O COSTA L STREET,	AR GROUP, INC.	fiddle) ., 1331	3. Date of (Month/Date) (Month/	-	ansaction			Director X Officer (give below) Sr. Vice		Owner er (specify earch	
				Amendment, Date Original d(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)			
WASHING	FON, DC 20005		1					_X_ Form filed by	One Reporting Pe More than One Re		
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ties Acc	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any	n Date, if	3. Transactic Code (Instr. 8) Code V	on(A) or Dis (D) (Instr. 3, 4	sposed	l of	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					7 mount		11100				
Stock, par value \$0.01	02/21/2012			А	16,900 (1)	А	\$0	27,739 <u>(2)</u>	D		

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

per share

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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 Se (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to Acquire Common Stock	\$ 58.95	02/21/2012		А	5,800	(3)	02/20/2022	Common Stock	5,800	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
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		02/23/20	012				
**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).

Includes a grant of 4,100 shares of restricted common stock that vest in three equal installments on February 21, 2013, February 21, 2014, and February 21, 2015, and a grant of 12,800 shares of restricted common stock that vest upon CoStar Group, Inc.'s achievement of \$90 million of cumulative earnings before interest depreciation and amortization (EBITDA) over a period of four consecutive calendar quarters by March 31, 2017.

- (2) Represents all shares of common stock owned, consisting of 4,905 shares of Common Stock and 22,834 shares of Common Stock subject to unvested restricted common stock grants.
- (3) The option vests in three equal installments on February 21, 2013, February 21, 2014, and February 21, 2015.

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.