

GANEK JEFFREY
Form 4
February 25, 2010

FORM 4

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

OMB APPROVAL

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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 *
GANEK JEFFREY

(Last) (First) (Middle)

46000 CENTER OAK PLAZA

(Street)

STERLING, VA 20166

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NEUSTAR INC [NSR]

3. Date of Earliest Transaction
(Month/Day/Year)
02/23/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4)
Restricted Stock	02/23/2010		A	(A) or (D) A	31,500 (1) \$ 0 (1)	D	
Class A Common Stock					470,862	D	
Class A Common Stock					15,448	I	GRAT I
Class A Common Stock					47,900	I	GRAT II

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- (2) Includes shares that are subject to restricted stock agreements under the NeuStar, Inc. 2005 Stock Incentive Plan and the NeuStar, Inc. 2009 Stock Incentive Plan.
- (3) The performance share units terminate if the Reporting Person experiences a Termination (as defined in the NeuStar, Inc. 2009 Stock Incentive Plan) before January 1, 2013.

Upon vesting, the Reporting Person will be entitled to receive shares of Class A Common Stock, the amount of which is based on, and subject to, the achievement of certain revenue and EBITDA goals set forth in the Performance Award Agreement. The number of shares

- (4) of Class A 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 will be entitled to receive will range from 0% to 150% of the number of shares of performance share units granted.

- (5) Twenty-five percent of the options vest on February 23, 2011, after which the remaining options vest in thirty-six monthly installments.

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

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