

KRESSEL HENRY
Form 4
December 13, 2005

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 *
KRESSEL HENRY

(Last) (First) (Middle)

C/O WARBURG PINCUS &
CO., 466 LEXINGTON AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2005

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 12/12/2005 | | S | | 9,426,958 | D | \$ 32.3 |
| | | | | | 1,747,907 | I | (1) (2) |
| Class A Common Stock | | | | | 5,644,080 | I | (1) (2) |

By
NeuStar,
Inc.
Voting
Trust (1) (2)

See
footnotes
(1) (2)

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

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displays a currently valid OMB control number.

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. 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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|-----------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Warrant to purchase Class A Common Stock | \$ 0.0667 | 12/12/2005 | | S | 6,361,383 | 12/07/1999 | 12/07/2009 | Class A Common Stock | 6,361,383 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KRESSEL HENRY C/O WARBURG PINCUS & CO. 466 LEXINGTON AVENUE NEW YORK, NY 10017 | | X | | |

Signatures

/s/ Henry Kressel 12/13/2005

**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).

The stockholders are Warburg Pincus Equity Partners, L.P., a Delaware limited partnership, including two affiliated partnerships ("WPEP"). Warburg Pincus Partners LLC, a New York limited liability company ("WP Partners"), which is a subsidiary of Warburg Pincus & Co., a New York general partnership ("WP") is the sole general partner of WPEP. Warburg Pincus LLC, a New York limited liability company, ("WP LLC," and together with WPEP, WP Partners and WP, the "Warburg Entities") manages WPEP. The address of each Warburg Entity is 466 Lexington Avenue, New York, NY 10017.

Henry Kressel is a director of NeuStar, Inc., a Partner of WP and a Member and Managing Director of WP LLC. Mr. Kressel's business address is c/o Warburg Pincus, 466 Lexington Avenue, New York, NY 10017. By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended, Henry Kressel may be deemed to be the beneficial owner of the shares of Class A Common Stock. Henry Kressel disclaims beneficial ownership of all shares of Class A Common Stock. Each of WP Partners, WP LLC and WP disclaims beneficial ownership of all shares of Class A Common Stock owned by any of the Warburg Entities, except to the extend of any indirect pecuniary interest therein.

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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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