

Hook Lisa  
Form 4  
February 24, 2011

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Hook Lisa

(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)  
02/22/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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)	
			Code	V	Amount or Price			
Class A Common Stock	02/22/2011		A		4,628 (1)	A	\$ 0 36,152 (2)	D
Class A Common Stock	02/22/2011		A		18,512 (3)	A	\$ 0 54,664	D
Class A Common Stock	02/23/2011		F		1,224	D	\$ 25.61 53,440 (2)	D
					(4)			

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

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(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. 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)	8. Amount of Underlying Security (Instr. 3 and 4)
Performance Share Units	\$ 0 <sup>(5)</sup>	02/22/2011		A	18,512	01/01/2014 <sup>(6)</sup>	Class A Common Stock	18
Employee Stock Options	\$ 26.45	02/22/2011		A	118,624	<sup>(7)</sup> 02/22/2018	Class A Common Stock	118
Employee Stock Options	\$ 26.45	02/22/2011		A	44,484	<sup>(8)</sup> 10/15/2017	Class A Common Stock	44

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hook Lisa 46000 CENTER OAK PLAZA STERLING, VA 20166			President and CEO	

## Signatures

/s/ Martin K. Lowen, by power of attorney  
Date: 02/24/2011

\*\*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).
- (1) The shares acquired were awarded pursuant to a restricted stock agreement under the NeuStar, Inc. 2009 Stock Incentive Plan. Twenty-five percent of the shares vest on each of October 15, 2011, 2012, 2013 and 2014.
- (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.

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(3) The shares acquired were awarded pursuant to a restricted stock agreement under the NeuStar, Inc. 2009 Stock Incentive Plan. Twenty-five percent of the shares vest on each of February 22, 2012, 2013, 2014 and 2015.

(4) The price is equal to the closing price of the Class A Common Stock on the date of vesting, which was February 23, 2011.

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

(5) 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.

(6) 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, 2014.

(7) Twenty-five percent of the options vest on February 22, 2012, after which the remaining options vest in thirty-six monthly installments.

(8) Twenty-five percent of the options vest on October 15, 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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