

Lalljie Paul S
Form 3
January 23, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Lalljie Paul S | | (Month/Day/Year) | NEUSTAR INC [NSR] | |
| (Last) | (First) | 01/15/2009 | | |
| 46000 CENTER OAK PLAZA | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| STERLING,Â VAÂ 20166 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Senior Vice President and CFO | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Restricted Stock | 330 ⁽¹⁾ | D | Â |
| Restricted Stock | 8,210 ⁽²⁾ | D | Â |
| Restricted Stock | 20,000 ⁽³⁾ | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|-------------------------|------------------|-----------------|-------------------------|----------------------------|------------------------------|--|------------|
| Employee Stock Options | Â (4) | 06/22/2014 | Class A Common Stock | 2,624 | \$ 6.25 | D | Â |
| Employee Stock Options | Â (5) | 06/28/2015 | Class A Common Stock | 3,281 | \$ 22 | D | Â |
| Employee Stock Options | Â (6) | 08/01/2015 | Class A Common Stock | 271 | \$ 27.85 | D | Â |
| Employee Stock Options | Â (7) | 08/01/2015 | Class A Common Stock | 12,229 | \$ 27.85 | D | Â |
| Employee Stock Options | Â (8) | 02/22/2013 | Class A Common Stock | 4,500 | \$ 30.2 | D | Â |
| Employee Stock Options | Â (9) | 03/01/2014 | Class A Common Stock | 4,400 | \$ 32.59 | D | Â |
| Performance Share Units | 01/01/2010 | Â (10) | Class A Common Stock | 2,200 | \$ 0 | D | Â |
| Employee Stock Options | Â (11) | 02/22/2015 | Class A Common Stock | 10,000 | \$ 26.38 | D | Â |
| Performance Share Units | 01/01/2011 | Â (12) | Class A Common Stock | 3,080 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lalljie Paul S 46000 CENTER OAK PLAZA STERLING, VA 20166 | Â | Â | Â Senior Vice President and CFO | Â |

Signatures

/s/ Martin K. Lowen, by power of attorney
01/23/2009

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 50% of the shares will vest on February 22, 2009 with the remaining shares vesting on February 22, 2010.
- (2) Thirty-three percent of the shares vest on November 12, 2009 with the remaining shares vesting on May 12, 2011.
- (3) The shares will vest in full on January 1, 2012.
- (4) Immediately.
- (5) 2,344 options are immediately exercisable with the remaining options vesting in monthly installments through June 2009.
- (6) 226 options are immediately exercisable with the remaining options vesting in monthly installments through August 2009.
- (7) 10,191 options are immediately exercisable with the remaining options vesting in monthly installments through August 2009.
- (8) 3,188 options are immediately exercisable with the remaining options vesting in monthly installments through February 2010.
- (9) 1,925 options are immediately exercisable with the remaining options vesting in monthly installments through March 2011.
- (10) The performance share units terminate if the reporting person experiences a Termination (as defined in the NeuStar, Inc. 2005 Stock Incentive Plan) before January 1, 2010.
- (11) Twenty-five percent of the options are exercisable on the one-year anniversary with the remaining options becoming exercisable in thirty-six monthly installments beginning thereafter.
- (12) The performance share units terminate if the reporting person experiences a Termination (as defined in the NeuStar, Inc. 2005 Stock Incentive Plan) before January 1, 2011.

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.