## Edgar Filing: COSTAR GROUP INC - Form 4

April 18, 2007 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Statement of CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, may continue. See Instruction 30(h) of the Investment Company Act of 1935 or Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(a) of the Public Utility Holding Company Act of 1936 or Section 17(a) of the Public Utility Holding Company Act of 1930 (Last) (First) (Middle) 3. Date of Earliest Transaction COSTAR GROUP, INC., 2 BETHESDA METRO CENTER, IOTH FLOOR (City) (State) (Zip) Table I - Non-Derivative Securities Acquired Security (Month/Day/Year) Act of 20 Deschaft of the Securities Company Act of 00 Descored of the Applicable Discover Company Code (Instr. 3) (Month/Day/Year) Act of Earliest Transaction (Month/Day/Year) Act of Earliest Transaction (Month/Day/Year) Act of Earliest Transaction (Month/Day/Year) Act of Discover Act of Individual or Joint/Group Filing/Check Applicable Line) - Form filed by One Reporting Person - Form fi	COSTAR GI	ROUP INC											
FORM 4       UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549       OMB APPROVAL Momber:       OMB 3235-0287         Check this how if no longer subject to Section 16. Form 4 or Form 5 or Form 5 or Form 5 or Form 5 or Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 10(b).       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1940 10(b).       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(a) of the Investment Company Act of 1940 10(b).       Section 17(a) of the Public Utility Holding Company Act of 1940 10(b).       Section 17(a) of the Public Utility Holding Company Act of 1940 10(b).         Print or Type Responses)       1. Name and Address of Reporting Person 1 (Last) (First) (Middle)       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         COSTAR GROUP INC [CSGP] (Last) (First) (Middle)       3. Date of Eartiest Transaction (Month/Day/Year)       Securities Acquired. Autor of Security below)       Security the Implicable. 	Form 4												
COMM 4       UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549       OMB Subjection Section 16.       OMB Statement of Changes in Beneficial Ownership Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 (h).       S. Relationship of Reporting Person ( Issue       S. Relationship of Reporting Person (s) to Issue         Print or Type Responses)       1. Name and Address of Reporting Person ( Symbol COSTAR GROUP INC [CSGP] (Last)       S. Relationship of Reporting Person (s) to Issue       S. Relationship of Reporting Person (s) to Issue         (C/O COSTAR GROUP, INC, 2 BETHESDA METRO CENTER, 10TH FLOOR       A. If Amendment, Date Original Filed (Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line) - Common       S. Alsourt of Securities Acquired, Disposed of, or Beneficially Owner Month/Day/Year)       6. Amount of Securities Acquired, Disposed of (D) Securities Form: Direct Indirect any (Month/Day/Year)       3. 4. Securities Acquired, Disposed of, or Beneficially Owner Month/Day/Year)       6. Ownership 7. Nature of Securities Acquired, Disposed of (D) Securities Form: Direct Indirect any (Month/Day/Year)       0. Securities Acquired, Securities	April 18, 200	)7											
UNITED STATES AND EXCITATION OF CONTRISSION Mode: 3235-0287         Washington, D.C. 20549         Number: 3235-0287         Number: 3235-0287         Number: 3235-0287         StateMent of CHANGES IN BENEFICIAL OWNERSHIP of Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1935 or Section section 17(a) of the Public Utility Holding Company Act of 1940       1(b)         Iteld pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1940       1(b)         Iteld pursuant to Section 16(a) of the Securities Exchange Act of 1935 or Section 30(h) of the Investment Company Act of 1940         Iteld pursuant to Section 16(a) of the Securities Exchange Act of 1935 or Section 30(h) of the Investment Company Act of 1940         Iteld pursuant to Section 16(a) of the Securities Exchange Act of 1940         Iteld pursuant to Section 16(a) of the Securities Exchange Act of 1935 or Section 30(h) of the Investment Company Act of 1940         Iteld pursuant to Section 17(a) of the Public Utility Holding Company Act of 1940         Iteld for Securities Acquired Securities Exchange Act of 1935 or Securities Formation (Month/Day/Year)         (Costrak GROUP, INC., 2         Other (give tide pother burst)	FORM 4									OMB AF	PROVAL		
Check this box if no longer subject to Section 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations any continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 10(b). (Print or Type Responses) 1. Name and Address of Reporting Person 1 FLORANCE ANDREW C Symbol FLORANCE ANDREW C (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) COSTAR GROUP INC [CSGP] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) ETHESDA, MD 20814-5388 C(City) (State) (Zip) BETHESDA, MD 20814-5388 C(City) (State) (Zip) BETHESDA, MD 20814-5388 C(City) (State) (Zip) BETHESDA, MD 20814-5388 C(City) (State) (Zip) BETHESDA, MD 20814-5388 C(City) (State) (Zip) Table 1 - Non-Derivative Securities Acquired 5. Acquired 5. Acquired 5. Securities Acquired 5. Securities Acquired 5. Securities Acquired 5. Securities (Month/Day/Year) Code (Instr. 3) (Month/Day/Year) (Instr. 8) Common COMING AND 20814-5388 Code (V Amount (D) Price (Instr. 3, 4 and 5) Code (V Amount (D) Price (Instr. 3, 4 and 5) Code V Amount (D) Price (Instr. 3, and 4) Common		• UNITED	STATES					NGE C	COMMISSION		3235-0287		
in longer subject or Section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16.       Expires:       2005         Form 4 or Form 5       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section anay continue.       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations       The Securities Exchange Act of 1934, obligations       Section 17(a) of the Public Utility Holding Company Act of 1940 1(b).       Section 17(a) of the Public Utility Holding Company Act of 1940 1(b).       Section 17(a) of the Public Utility Holding Company Act of 1940 1(b).       Section 17(a) of the Public Utility Holding Company Act of 1940 1(b).       Section 17(a) of the Public Utility Holding Company Act of 1940 1(b).       Section 17(a) of the Public Utility Holding Company Act of 1940 1(b).       Section 17(a) of the Public Utility Holding Company Act of 1940 1(b).         (Print or Type Responses)       2. Issuer Name and Ticker or Trading Symbol       S. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Midle)       3. Date of Earliest Transaction (Month/Day/Year)       Section 17(a) Officer (give tile	Check thi	is box		vv as	inington,	D.C. 20	349				January 31.		
Section 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1940 Section 17(a) of the Public Utility Holding Company Act of 1940 Section 17(a) of the Public Utility Holding Company Act of 1940 Section 17(a) of the Public Utility Holding Company Act of 1940 Section 17(a) of the Investment Company Act of 1940 (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Coor Interce Indice Investore Interce I			<b>MENT OF</b>	CHAN	GES IN I	BENEF	ICIA	LOW	NERSHIP OF	•	2005		
Form 4 or Form 5 of Section 4 or section 17(a) of the Public Utility Holding Company Act of 1934, obligations may continue. See Instruction     0.5       (Print or Type Responses)     30(h) of the Investment Company Act of 1940 (b)     5. Relationship of Reporting Person (s) to Issuer       (Print or Type Responses)     2. Issuer Name and Ticker or Trading Symbol     5. Relationship of Reporting Person(s) to Issuer       (Print or Type Responses)     2. Issuer Name and Ticker or Trading Symbol     5. Relationship of Reporting Person(s) to Issuer       (Last)     (First)     (Midle)     3. Date of Earliest Transaction (Month/Day/Year)		)								Estimated average			
Form 5 obligations may continue. See Instruction       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 1935 or Section 30(h) of the Investment Company Act of 1940         (Print or Type Responses)       30(h) of the Investment Company Act of 1940         1. Name and Address of Reporting Person _ FLORANCE ANDREW C       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       (Check all applicable)         (Last)       (First)       04/17/2007										-			
may continue.       Section 17(a) of the Fublic Utility Holding Company Act of 1955 of Section 30(h) of the Investment Company Act of 1940 (b).         See Instruction 16(b).       30(h) of the Investment Company Act of 1940 (b).         (Print or Type Responses)       1. Issuer Name and Ticker or Trading Symbol COSTAR GROUP INC [CSGP] (Check all applicable)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       S. Relationship of Reporting Person(s) to Issuer         C/O COSTAR GROUP, INC., 2       (Month/Day/Year)		Filed pur	suant to Se	ection 10	6(a) of the	e Securit	ies E	xchang	e Act of 1934,				
See Instruction 1(b).       30(h) of the Investment Company Act of 1940         (b).       (b).         (c).       (c).         (c).       (c).         (c).       (c).         (c).       (c).         (Last)       (First)         (Last)       (First)         (Last)       (First)         (Last)       (First)         (Last)       (First)         (Month/Day/Year)			a) of the P	ublic Ut	ility Hold	ling Con	npany	y Act of	1935 or Section	n			
Print or Type Responses)  1. Name and Address of Reporting Person  FLORANCE ANDREW C  2. Issuer Name and Ticker or Trading Symbol COSTAR GROUP INC [CSGP]  (Last) (First) (Middle) 3. Date of Earliest Transaction  COCOCOSTAR GROUP, INC., 2 BETHESDA METRO CENTER, 10/17/2007  4. If Amendment, Date Original Filed(Month/Day/Year)  Cistee  Cistee Cistee  Cistee  Cistee  Cistee  Cistee  Cistee  Cistee  Cistee  Cistee  Cistee  Cistee  Cistee  Cistee			30(h) c	of the Inv	vestment	Compan	y Ac	t of 194	0				
1. Name and Address of Reporting Person 1       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         FLORANCE ANDREW C       Symbol       COSTAR GROUP INC [CSGP]       (Check all applicable)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       Check all applicable)         C/O COSTAR GROUP, INC., 2       04/17/2007	1(b).												
1. Name and Address of Reporting Person 1       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         FLORANCE ANDREW C       Symbol       COSTAR GROUP INC [CSGP]       (Check all applicable)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       Check all applicable)         C/O COSTAR GROUP, INC., 2       04/17/2007	(Drint or Turo I	()											
FLORANCE ANDREW C     Symbol     Issuer       (Last)     (First)     (Middle)     3. Date of Earliest Transaction     (Check all applicable)       (Last)     (First)     (Middle)     3. Date of Earliest Transaction	(Find of Type F	(esponses)											
FLORANCE ANDREW C     Symbol     Issuer       (Last)     (First)     (Middle)     3. Date of Earliest Transaction     (Check all applicable)       (Last)     (First)     (Middle)     3. Date of Earliest Transaction	1. Name and A	ddress of Reporting	Person <sup>*</sup>	2 Issuer	Name and	Ticker or	Tradiı	nσ	5. Relationship of	Reporting Pers	on(s) to		
(Last)       (First)       (Middle)       3. Date of Earliest Transaction       (Check all applicable)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction					I Name and Tieker of Trading								
(Last)       (First)       (Middle)       3. Date of Earliest Transaction				•	R GROU	P INC [	CSGI	P]					
C/O COSTAR GROUP, INC., 2 BETHESDA METRO CENTER, 10TH FLOOR       (Month/Day/Year) 04/17/2007	(Last)	(First) (				-		-	(Chec)	k all applicable	)		
C/O COSTAR GROUP, INC., 2 BETHESDA METRO CENTER, 10TH FLOOR (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by One Reporting Person Form filed by One Reporting Person Form filed by One Reporting Person Form filed by One Reporting Person Security (Month/Day/Year) 6. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) 6. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) 6. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) 6. Code (Instr. 3, 4 and 5) (Month/Day/Year) 7. Code V Amount (D) Price (A) Code V Amount (D) Price	()	() (-				unsaction			X Director	10%	Owner		
BETHESDA METRO CENTER, 10TH FLOOR          (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by More than One Reporting Person Form filed by More than One Reporting Person Form filed by More than One Reporting Person Form filed by More than One Reporting Person Security         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Acquired Security       5. Amount of Security       6. Ownership       7. Nature of Form: Direct         1.Title of Security       2. Transaction Date (Month/Day/Year)       2A. Deemed Execution Date, if any (Month/Day/Year)       3.       4. Securities Acquired Transactior(A) or Disposed of (D) Code       5. Amount of Code       6. Ownership       7. Nature of Form: Direct         (Instr. 3)       (Month/Day/Year)       Execution Date, if any (Month/Day/Year)       3.       4. Securities Acquired Transactior(A) or Disposed of (D) Code       Securities (Instr. 3, 4 and 5)       6. Ownership Following (Instr. 4)       (Instr. 4)         (A) or Code       V       Amount       (D)       Price       (Instr. 4)       (Instr. 4)         (A) or Code       V       Amount       (D)       Price       5       Amount 4)	C/O COSTA	AR GROUP, INC			-						r (specify		
10TH FLOOR         (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line)         X_ Form filed by One Reporting Person — Form filed by More than One Reporting Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned         1.Title of Security       2. Transaction Date (Month/Day/Year)       2A. Deemed Execution Date, if any (Month/Day/Year)       3.       4. Securities Acquired Transactior(A) or Disposed of (D) Code       5. Amount of Securities       6. Ownership Form: Direct       7. Nature of Indirect         (Instr. 3)       (Month/Day/Year)       Execution Date, if any (Month/Day/Year)       3.       4. Securities Acquired Transactior(A) or Disposed of (D) Code       5. Amount of Securities       6. Ownership Form: Direct       7. Nature of More than One Reporting         (Instr. 3)       (Month/Day/Year)       (Instr. 8)       5. Amount of Code       6. Ownership Following       6. Ownership Indirect (I)       7. Nature of Securities         (A)       or       (Instr. 3)       (Instr. 4)       (Instr. 4)       (Instr. 4)         (A)       or       or       (D)       Price       7. Add 4)	BETHESDA	A METRO CENT	ΓER,						/	/			
Filed(Month/Day/Year)       Applicable Line)       "X_ Form filed by One Reporting Person         BETHESDA, MD 20814-5388       Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Acquired       5. Amount of       6. Ownership       7. Nature of         1.Title of       2. Transaction Date       2A. Deemed       3.       4. Securities Acquired       5. Amount of       6. Ownership       7. Nature of         Indirect       Execution Date, if       any       (Month/Day/Year)       (Month/Day/Year)       3.       4. Securities Acquired       5. Amount of       6. Ownership       7. Nature of         Code       V Amount       O       Disposed of (D)       Securities       Form: Direct       Indirect         (Instr. 3)       (Month/Day/Year)       (Month/Day/Year)       3.       4. Securities of       Securities       Securities       Form: Direct       Indirect         (Instr. 3)       (Month/Day/Year)       (Month/Day/Year)       3.       4. Securities of       Securities       Securi	10TH FLOC	DR											
BETHESDA, MD 20814-5388 $(City)  (State)  (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of Security (Instr. 3) (Month/Day/Year)  2A. Deemed any (Month/Day/Year)  2A. Deemed (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Y$		(Street)		4. If Ame	ndment, Da	te Origina	1		6. Individual or Jo	int/Group Filin	g(Check		
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BETHESDA, MD 20814-3388       Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned         1.Title of Security       2. Transaction Date       2A. Deemed       3.       4. Securities Acquired       5. Amount of       6. Ownership       7. Nature of         Instr. 3)       2. Transaction Date       2A. Deemed       3.       4. Securities Acquired       5. Amount of       6. Ownership       7. Nature of         Instr. 3)       (Month/Day/Year)       Execution Date, if       any       Code       (Instr. 3, 4 and 5)       Beneficially       (D) or       Beneficial         (Month/Day/Year)       (Month/Day/Year)       (Instr. 8)       Owned       Indirect (I)       Ownership         (A)       or       Code       V Amount       (D)       Price       Reported         (Date V Amount       0       Price       Security       (Instr. 3 and 4)       Security         Common       A(I)       0.2000       Security       Date Security       Date Security       Date Security													
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$\begin{array}{cccc}  & & & & & & \\  & & & & & \\  & & & & & $	(Instr. 3)								2	· · /			
$\begin{array}{ccc} (A) & Reported \\ (A) & Transaction(s) \\ or & (Instr. 3 and 4) \end{array}$ Common $\begin{array}{c} Common \\ C \\ $			(Month/Da	ay/Year)	(Instr. 8)								
$\begin{array}{c} \text{or} \\ \text{Code V Amount (D) Price} \end{array} \tag{Instation(s)} \\ \text{(Inst. 3 and 4)} \\ \text{Common} \\ \text{St. b} \qquad \text{O}4/(17/20077) \qquad \text{A}(1) \qquad \text{O} 2000 \text{ A} \qquad \text{St. O} 17.5(2, (2)) \\ \text{Common} \\ \text{St. b} \qquad \text{O} 17.5(2, (2)) \\ \text{Common} \\ $							( )			(1115111-1)	(1115111-1)		
Common $(1)$ $(1)$ $(2)$ $(1)$													
					Code V	Amount		Price	(Instr. 3 and 4)				
Stock par $04/17/2007$ A <sup>(1)</sup> 8 200 A $^{\text{$\psi}$}$ 217 563 <sup>(2)</sup> D								\$					
value $\$0.01$	Stock, par	04/17/2007			A <u>(1)</u>	8,200	А	ф 48.42	217,563 <u>(2)</u>	D			

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form 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)	4. Transacti Code (Instr. 8)		Number Expiration Date of (Month/Day/Ye Derivative Securities Acquired (A) or Disposed		7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## Edgar Filing: COSTAR GROUP INC - Form 4

## **Reporting Owners**

Reporting Owner Name / Address		Relationships						
<b>rg</b>		Director	10% Owner	Officer	Othe			
FLORANCE ANDREW C C/O COSTAR GROUP, INC. 2 BETHESDA METRO CENTER, 10TH FI BETHESDA, MD 20814-5388	LOOR	Х		President and CEO				
Signatures								
/s/ Jonathan Coleman, Attorney-in-Fact	04/18/2	2007						
<b><u>**</u>Signature of Reporting Person</b>	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) Pursuant to the Company's Stock Incentive Plan, the officer was granted a restricted stock grant on 4/17/07. These shares vest one-fourth on each of 4/17/08, 4/17/09, 4/17/10 and 4/17/11.
- (2) Represents all shares of Common Stock owned, consisting of 145,378 shares of Common Stock and 72,185 shares of Common Stock subject to unvested Restricted Stock Grants.

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.