## Edgar Filing: COSTAR GROUP INC - Form 4

COSTAR GROUP INC

Form 4 February 29,	2008										
FORM	ГЛ									PPROVAL	
	UNITED	STATES		ITIES Al hington, 1			NGE (	COMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 1 Form 4 ou Form 5 obligation may conti <i>See</i> Instru 1(b).	6. Filed pu Section 17	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940					January 31, 2005 Estimated average burden hours per response 0.5				
(Print or Type R	Responses)										
			2. Issuer Name <b>and</b> Ticker or Trading Symbol COSTAR GROUP INC [CSGP]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	AR GROUP, ING A METRO CEN		3. Date of (Month/Da 02/27/20	-	nsaction			Director X Officer (giv below)	10%	b Owner er (specify	
				endment, Date Original nth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> <li>Person</li> </ul>			
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Execution any		3. Transactic Code (Instr. 8)	4. Securi nAcquirec Disposec (Instr. 3,	ties l (A) o l of (D 4 and (A) or	or )) 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)	-	
Common Stock, par value \$0.01 per share	02/27/2008			Code V	Amount 3,200	(D) A	Price	10,669 <u>(1)</u>	D		

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

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## 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. Transactio 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 Securities (Instr. 3 and 4)		8. De Se (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to Acquire Common Stock	\$ 43.99	02/27/2008		A	7,900	(2)	02/26/2018	Common Stock	7,900	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Tully Christopher C/O COSTAR GROUP, INC. 2 BETHESDA METRO CENTER, 10TH FI BETHESDA, MD 20814-5388	LOOR		Sr. VP-Sales, Customer Service				
Signatures							
/s/ Jonathan Coleman, Attorney-in-Fact	02/29/2008						
**Signature of Reporting Person	Date						
<b>Explanation of Response</b>	es:						

- \* 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) Represents all shares of Common Stock owned, consisting of 557 shares of Common Stock and 10,112 shares of Common Stock subject to unvested Restricted Stock Grants.
- (2) The option vests in three equal installments on February 27, 2009, February 27, 2010, and February 27, 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.