Stanfill John L Form 4 September 08, 2010

## FORM 4

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

**OMB** 3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires: 2005

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Estimated average burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

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. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person |
|---|
| Stanfill John L                         |

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

09/07/2010

(First) (Middle) (Last)

COSTAR GROUP INC [CSGP]

(Check all applicable)

C/O COSTAR GROUP, INC., 2 BETHESDA METRO CENTER, 10TH FLOOR

(Street)

(State)

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

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

(Zip)

4. If Amendment, Date Original

Sr. VP-Sales, Customer Service

Filed(Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

BETHESDA, MD 20814-5388

(City)

| (City)  | (State) (                            | Zip) Table  | e I - Non-D                            | erivative S            | Secur | ities Acq | uired, Disposed of   | , or Beneficiall   | y Owned   |
|---|--------------------------------------|---|--|------------------------|-------|-----------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3)              | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactio<br>Code<br>(Instr. 8) | 4. Security (Instr. 3, | spose | d of (D)  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/07/2010                           |   | F                                      |                        | ` '   | ф         | 52,104 (1)   | 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 | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5.         | 6. Date Exerc | cisable and | 7. Title    | and          | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|-------------|--------------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transactio | onNumber   | Expiration D  | ate         | Amoun       | t of         | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/   | Year)       | Underly     | ying         | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e             |             | Securit     | ies          | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities |               |             | (Instr. 3   | 3 and 4)     |             | Own    |
|             | Security    |                     |                    |            | Acquired   |               |             |             |              |             | Follo  |
|             | •           |                     |                    |            | (A) or     |               |             |             |              |             | Repo   |
|             |             |                     |                    |            | Disposed   |               |             |             |              |             | Trans  |
|             |             |                     |                    |            | of (D)     |               |             |             |              |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |               |             |             |              |             |        |
|             |             |                     |                    |            | 4, and 5)  |               |             |             |              |             |        |
|             |             |                     |                    |            |            |               |             |             | A manuat     |             |        |
|             |             |                     |                    |            |            |               |             |             | Amount       |             |        |
|             |             |                     |                    |            |            | Date          | Expiration  |             | Or<br>Number |             |        |
|             |             |                     |                    |            |            | Exercisable   | Date        | Title Numbe |              |             |        |
|             |             |                     |                    | C + V      | (A) (D)    |               |             |             |              |             |        |
|             |             |                     |                    | Code V     | (A) (D)    |               |             |             | Shares       |             |        |

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Stanfill John L C/O COSTAR GROUP, INC. 2 BETHESDA METRO CENTER, 10TH FLOOR BETHESDA, MD 20814-5388

Sr. VP-Sales, Customer Service

### **Signatures**

/s/ Jonathan Coleman, 09/08/2010 Attorney-in-Fact

\*\*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).
- Represents all shares of Common Stock owned, consisting of 6,070 shares of Common Stock and 46,034 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.

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