

COSTAR GROUP INC

Form 4

March 04, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CARCHEDI FRANCIS

(Last) (First) (Middle)

**C/O COSTAR GROUP, INC., 1331
L STREET, NW**

(Street)

WASHINGTON, DC 20005

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
COSTAR GROUP INC [CSGP]

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

02/28/2014

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 ____ Other (specify
below) below)

Executive VP, Operations

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)
Common Stock, par value \$0.01 per share	02/28/2014		F	9,669 D	\$ 201.04	22,557 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	02/28/2014		A	8,220 ⁽²⁾	A \$ 0	30,777 ⁽³⁾	D

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Acquire Common Stock	\$ 201.04	02/28/2014		A		11,100		<u>(4)</u>	02/27/2024	Common Stock	11,100

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CARCHEDI FRANCIS C/O COSTAR GROUP, INC. 1331 L STREET, NW WASHINGTON, DC 20005	Executive VP, Operations

Signatures

/s/ Jeannette Koonce,
Attorney-in-Fact

03/04/2014

**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) Represents all shares of Common Stock owned, consisting of 13,373 shares of Common Stock and 9,184 shares of Common Stock subject to unvested Restricted Stock Grants.

(2) Includes a grant of 5,100 shares of restricted common stock that vest in three equal installments on February 28, 2015, February 28, 2016, and February 28, 2017, and a grant of 3,120 shares of restricted common stock that vest based upon CoStar Group, Inc.'s achievement of a three year performance goal.

(3) Represents all shares of Common Stock owned, consisting of 13,373 shares of Common Stock and 17,404 shares of Common Stock subject to unvested Restricted Stock Grants.

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(4) The option vests in three equal installments on February 28, 2015, February 28, 2016, and February 28, 2017.

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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