

COSTAR GROUP INC

Form 4

March 11, 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 *
Radecki Brian J

(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)

03/07/2014

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)

Chief Financial Officer

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	03/07/2014		M	4,667 A	\$ 57.16 55,592 ⁽¹⁾	D	
Common Stock, par value \$0.01 per share	03/07/2014		M	4,633 A	\$ 58.95 60,225 ⁽²⁾	D	
Common Stock, par	03/07/2014		S	9,300 D	\$ 50,925 ⁽⁴⁾ 208.45	D	

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value					(3)			
\$0.01 per share								
Common Stock, par value	03/07/2014	S	11,966	D	\$ 209.12	38,959 (6)	D	
\$0.01 per share					(5)			
Common Stock, par value	03/11/2014	F	1,374	D	\$ 207.81	37,585 (7)	D	
\$0.01 per share								

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)	8. Date of Acquisition or Disposition (Instr. 3, 4, and 5)
						Date Exercisable	Expiration Date	Title
				Code	V (A) (D)			Amount or Number of Shares
Option to Acquire Common Stock	\$ 57.16	03/07/2014		M	4,667	(8)	03/03/2021	Common Stock 4,667
Option to Acquire Common Stock	\$ 58.95	03/07/2014		M	4,633	(9)	02/20/2022	Common Stock 4,633

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Radecki Brian J
C/O COSTAR GROUP, INC.
1331 L STREET, NW
WASHINGTON, DC 20005

Chief Financial Officer

Signatures

/s/ Jeannette Koonce,
Attorney-in-Fact

03/11/2014

__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 35,972 shares of Common Stock and 19,620 shares of Common Stock subject to unvested Restricted Stock Grants.
- (2) Represents all shares of Common Stock owned, consisting of 40,605 shares of Common Stock and 19,620 shares of Common Stock subject to unvested Restricted Stock Grants.
- (3) Average based on sales prices ranging from \$207.24 to \$210.01.
- (4) Represents all shares of Common Stock owned, consisting of 31,305 shares of Common Stock and 19,620 shares of Common Stock subject to unvested Restricted Stock Grants.
- (5) Average based on sales prices ranging from \$209.00 to \$210.00.
- (6) Represents all shares of Common Stock owned, consisting of 19,339 shares of Common Stock and 19,620 shares of Common Stock subject to unvested Restricted Stock Grants.
- (7) Represents all shares of Common Stock owned, consisting of 20,665 shares of Common Stock and 16,920 shares of Common Stock subject to unvested Restricted Stock Grants.
- (8) The option vested in three equal installments on March 4, 2012, March 4, 2013 and March 4, 2014.
- (9) The option vests in three equal installments on February 21, 2013, February 21, 2014 and February 21, 2015.

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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