

COSTAR GROUP INC

Form 4

March 15, 2016

**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

OMB  
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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)

03/11/2016

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	03/11/2016		A	6,740 (1)	A \$ 0 25,191 (2)	D	
Common Stock, par value \$0.01 per share	03/11/2016		F	1,213	D \$ 182.75 23,978 (3)	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.**

SEC 1474  
(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. Amount or Number of Shares
Option to Acquire Common Stock	\$ 182.75	03/11/2016		A	8,200	<sup>(4)</sup> 03/10/2026	Common Stock	8,200

## Reporting Owners

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

## Signatures

/s/ Jeannette Koonce,  
Attorney-in-Fact 03/15/2016

\_\_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).

- Includes a grant of 4,100 shares of restricted common stock that vest in three equal installments on March 11, 2017, March 11, 2018 and
- (1) March 11, 2019, and a grant of 2,640 shares of restricted common stock that vest based upon CoStar Group, Inc.'s achievement of a three year performance goal.
- (2) Represents all shares of Common Stock owned, consisting of 4,777 shares of Common Stock and 20,414 shares of Common Stock subject to unvested Restricted Stock grants.

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- (3) Represents all shares of Common Stock owned, consisting of 5,964 shares of Common Stock and 18,014 shares of Common Stock subject to unvested Restricted Stock grants.
- (4) The option vests in three equal installments on March 11, 2017, March 11, 2018 and March 11, 2019.

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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