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Linnington I Form 4	Matthew										
April 02, 20	19										
									OMB APPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or				HANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires: January 31 2005 Estimated average burden hours per response 0.5		
Form 5 obligation may con <i>See</i> Instruction 1(b).	tinue. Section 1	7(a) of the	Public U		ding Cor	npan	y Act of	e Act of 1934, 1935 or Sectior 0	1		
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> Linnington Matthew			2. Issuer Name and Ticker or Trading Symbol COSTAR GROUP INC [CSGP]				-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Cho				(Check				
C/O COSTAR GROUP, INC., 1331 L STREET, NW			(Month/Day/Year) 03/31/2019					Director 10% Owner X Officer (give title Other (specify below) Delow) Executive VP, Sales 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
				endment, Date Original nth/Day/Year)							
WASHING	GTON, DC 200	05						Form filed by M Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secu	rities Acqu	uired, Disposed of	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ned3.4. Securities Acquiredn Date, ifTransaction(A) or Disposed of (D) CodeCode(Instr. 3, 4 and 5)Day/Year)(Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following Reported	OwnershipIndiForm: DirectBen(D) orOwnership	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(1131. 4)		
Stock, par value \$0.01 per share	03/31/2019			F	1,049	D	\$ 466.42	23,422 <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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Linnington Matthew C/O COSTAR GROUP, INC. 1331 L STREET, NW WASHINGTON, DC 20005			Executive VP, Sales					
Signatures								
/s/ Jonathan Coleman, Attorney-in-Fact								
<u>**</u> 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 7,948 shares of Common Stock and 15,474 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.