

COSTAR GROUP INC

Form 4

December 29, 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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FLORANCE ANDREW C

(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)  
12/29/2016

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)

President and CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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(A) or Disposed of (D) Code (Instr. 8)	4. Securities Acquired (Instr. 3, 4 and 5) (A) or (D)	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	06/03/2016		G	V 8,400	D \$ 0	156,249 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	12/29/2016		M	499	A \$ 57.16	156,748 <sup>(2)</sup>	D
Common Stock, par	12/29/2016		M	1,696	A \$ 58.95	158,444 <sup>(3)</sup>	D

value  
\$0.01 per  
share

Common  
Stock, par

value 12/29/2016  
\$0.01 per  
share

M 978 A \$ 102.16 159,422 <sup>(4)</sup> 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	\$ 57.16	12/29/2016		M	499	<sup>(5)</sup> 03/03/2021	Common Stock	499
Option to Acquire Common Stock	\$ 58.95	12/29/2016		M	1,696	<sup>(6)</sup> 02/20/2022	Common Stock	1,696
Option to Acquire Common Stock	\$ 102.16	12/29/2016		M	978	<sup>(7)</sup> 03/10/2023	Common Stock	978

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FLORANCE ANDREW C  
C/O COSTAR GROUP, INC.  
1331 L STREET, NW  
WASHINGTON, DC 20005

X

President and CEO

## Signatures

/s/ Jeannette Koonce,  
Attorney-in-Fact

12/29/2016

\_\_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).

- (1) Represents all shares of Common Stock owned, consisting of 88,495 shares of Common Stock and 67,754 shares of Common Stock subject to unvested Restricted Stock grants.
- (2) Represents all shares of Common Stock owned, consisting of 88,994 shares of Common Stock and 67,754 shares of Common Stock subject to unvested Restricted Stock grants.
- (3) Represents all shares of Common Stock owned, consisting of 90,690 shares of Common Stock and 67,754 shares of Common Stock subject to unvested Restricted Stock grants.
- (4) Represents all shares of Common Stock owned, consisting of 91,668 shares of Common Stock and 67,754 shares of Common Stock subject to unvested Restricted Stock grants.
- (5) The option vested in three equal installments on March 4, 2012, March 4, 2013 and March 4, 2014.
- (6) The option vested in three equal installments on February 21, 2013, February 21, 2014 and February 21, 2015.
- (7) The option vested in three equal installments on March 11, 2014, March 11, 2015, and March 11, 2016.

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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