

CARCHEDI FRANCIS

Form 4

July 31, 2018

**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)  
07/27/2018

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 below) \_\_\_\_ Other (specify below)

Executive VP, Corp. Dev.

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	07/27/2018		M	11,100 A	\$ 201.04	38,300 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	07/27/2018		M	7,468 A	\$ 193.69	45,768 <sup>(2)</sup>	D
Common Stock, par	07/27/2018		M	5,466 A	\$ 182.75	51,234 <sup>(3)</sup>	D

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value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

07/27/2018

M

2,766 A

\$  
204.91

54,000 <sup>(4)</sup>

D

Common  
Stock, par  
value  
\$0.01 per  
share

07/27/2018

S

32,671 D

\$  
421.87  
<sup>(5)</sup>

21,329 <sup>(6)</sup>

D

Common  
Stock, par  
value  
\$0.01 per  
share

07/27/2018

M

1,032 A

\$  
193.69

22,361 <sup>(7)</sup>

D

Common  
Stock, par  
value  
\$0.01 per  
share

07/27/2018

F

474 D

\$ 421.8

21,887 <sup>(8)</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	\$ 201.04	07/27/2018		M	11,100	<sup>(9)</sup> 02/27/2024	Common Stock	11,100

Option to Acquire Common Stock	\$ 193.69	07/27/2018	M	7,468	<u>(10)</u>	03/04/2025	Common Stock	7,468
Option to Acquire Common Stock	\$ 182.75	07/27/2018	M	5,466	<u>(11)</u>	03/10/2026	Common Stock	5,466
Option to Acquire Common Stock	\$ 204.91	07/27/2018	M	2,766	<u>(12)</u>	03/01/2027	Common Stock	2,766
Option to Acquire Common Stock	\$ 193.69	07/27/2018	M	1,032	<u>(10)</u>	03/04/2025	Common Stock	1,032

## 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, Corp. Dev.	

## Signatures

/s/ Jonathan Coleman,  
Attorney-in-Fact

07/31/2018

        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 22,953 shares of Common Stock and 15,347 shares of Common Stock subject to unvested Restricted Stock grants.
- (2) Represents all shares of Common Stock owned, consisting of 30,421 shares of Common Stock and 15,347 shares of Common Stock subject to unvested Restricted Stock grants.
- (3) Represents all shares of Common Stock owned, consisting of 35,887 shares of Common Stock and 15,347 shares of Common Stock subject to unvested Restricted Stock grants.
- (4) Represents all shares of Common Stock owned, consisting of 38,653 shares of Common Stock and 15,347 shares of Common Stock subject to unvested Restricted Stock grants.
- (5) Average based on sales prices ranging from \$418.66 to \$433.92.
- (6) Represents all shares of Common Stock owned, consisting of 5,982 shares of Common Stock and 15,347 shares of Common Stock subject to unvested Restricted Stock grants.
- (7)

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Represents all shares of Common Stock owned, consisting of 7,014 shares of Common Stock and 15,347 shares of Common Stock subject to unvested Restricted Stock grants.

- (8) Represents all shares of Common Stock owned, consisting of 6,540 shares of Common Stock and 15,347 shares of Common Stock subject to unvested Restricted Stock grants.
- (9) The option vested in three equal installments on February 28, 2015, February 28, 2016, and February 28, 2017.
- (10) The option vested in three equal installments on March 5, 2016, March 5, 2017 and March 5, 2018.
- (11) The option vests in three equal installments on March 11, 2017, March 11, 2018 and March 11, 2019.
- (12) The option vests in three equal installments on March 31, 2018, March 31, 2019 and March 31, 2020.

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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