Edgar Filing: COSTAR GROUP INC - Form 4

COSTAR GF Form 4	ROUP INC										
June 12, 2012	2										
FORM	14								OMB AF	PPROVAL	
Washington, D.C. 20549							OMB Number:	3235-0287			
Check thi if no long	er								Expires:	January 31, 2005	
subject to Section 1 Form 4 or	F CHAN	GES IN I SECUR		[CIA	NERSHIP OF	Estimated average burden hours per response					
Form 5 obligation may conti <i>See</i> Instru 1(b).	$\frac{18}{1000}$ Section 17(a)	a) of the l	Public Ut		ing Con	ipan	y Act of	e Act of 1934, 1935 or Sectior 0			
(Print or Type R	Responses)										
1. Name and A NASSETTA	2. Issuer Name and Ticker or Trading Symbol COSTAR GROUP INC [CSGP]					5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (N	/liddle)	3. Date of Earliest Transaction					(Checl	k all applicable	2)	
	ORLDWIDE, 79 ANCH DRIVE, S		(Month/D 06/11/20	ay/Year)				X Director Officer (give below)		Owner er (specify	
				mendment, Date Original Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)			
MCLEAN, Y	VA 22102		rneu(Mon	un/Day/Tear)				_X_ Form filed by C Form filed by M Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative !	Secur	ities Aca	uired, Disposed of	or Beneficial	lv Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)				ties A spose	cquired d of (D)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of		
-				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock, par value \$0.01 per share	06/11/2012			М	5,000	А	\$ 22.87	18,405 <u>(1)</u>	D		
Common Stock, par value \$0.01 per share	06/11/2012			S	1,473	D	\$ 77.71 (2)	16,932 <u>(3)</u>	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Edgar Filing: COSTAR GROUP INC - Form 4

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactiv Code (Instr. 8)	Transaction of Derivative Code Securities		(Month/Day/Year)		4)	8. De Se (I1
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to Acquire Common Stock	\$ 22.87	06/11/2012		М	5,000	<u>(4)</u>	09/08/2012	Common Stock	5,000	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
NASSETTA CHRISTOPHER J HILTON WORLDWIDE 7930 JONES BRANCH DRIVE, SUITE 11 MCLEAN, VA 22102	00	Х					
Signatures							
/s/ Jeannette Koonce, Attorney-in-Fact	06/1	12/2012					
**Signature of Reporting Person	I	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).
- Represents all shares of Common Stock owned, consisting of 13,606 shares of Common Stock and 4,799 shares of Common Stock (1) subject to unvested Restricted Stock Grants.
- (2) Average based on sales prices ranging from \$77.68 to \$77.82.
- Represents all shares of Common Stock owned, consisting of 12,133 shares of Common Stock and 4,799 shares of Common Stock (3) subject to unvested Restricted Stock Grants.

Edgar Filing: COSTAR GROUP INC - Form 4

(4) The option vested in four equal installments on September 9, 2003, September 9, 2004, September 9, 2005 and September 9, 2006.

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.