Kitchen Jennifer Form 4 February 25, 2013

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** OMB

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Check this box if no longer subject to Section 16. Form 4 or

**SECURITIES** Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* Kitchen Jennifer

2. Issuer Name and Ticker or Trading Symbol

COSTAR GROUP INC [CSGP]

5. Relationship of Reporting Person(s) to Issuer

(Last)

(City)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

02/21/2013

Director X\_ Officer (give title

10% Owner Other (specify

below)

Sr. Vice President, Research

C/O COSTAR GROUP, INC., 1331 L STREET, NW

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

(Check all applicable)

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

WASHINGTON, DC 20005

| 1.Title of             | 2. Transaction Date |                  |
|------------------------|---------------------|------------------|
| Security<br>(Instr. 3) | (Month/Day/Year)    | any              |
|                        |                     | (Month/Day/Year) |

4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

Securities Beneficially (D) or Owned Following (Instr. 4) Reported Transaction(s)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

Common

Stock, par value \$0.01 per share

02/21/2013

F 522

Code V Amount

Price

(A)

or

(D)

 $25,158 \frac{(1)}{2}$ 

(Instr. 3 and 4)

D

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

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#### Edgar Filing: Kitchen Jennifer - Form 4

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.          | 5.         | 6. Date Exerc | cisable and | 7. Title | e and        | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|-------------|------------|---------------|-------------|----------|--------------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transaction | orNumber   | Expiration D  | ate         | Amour    | nt of        | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code        | of         | (Month/Day/   | Year)       | Underl   | ying         | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8)  | Derivative | e             |             | Securit  | ties         | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |             | Securities |               |             | (Instr.  | 3 and 4)     |             | Owne   |
|             | Security    |                     |                    |             | Acquired   |               |             |          |              |             | Follo  |
|             |             |                     |                    |             | (A) or     |               |             |          |              |             | Repo   |
|             |             |                     |                    |             | Disposed   |               |             |          |              |             | Trans  |
|             |             |                     |                    |             | of (D)     |               |             |          |              |             | (Instr |
|             |             |                     |                    |             | (Instr. 3, |               |             |          |              |             |        |
|             |             |                     |                    |             | 4, and 5)  |               |             |          |              |             |        |
|             |             |                     |                    |             |            |               |             |          | Amount       |             |        |
|             |             |                     |                    |             |            |               |             |          |              |             |        |
|             |             |                     |                    |             |            | Date          | Expiration  |          | or<br>Number |             |        |
|             |             |                     |                    |             |            | Exercisable   | Date        |          | of           |             |        |
|             |             |                     |                    | Code V      | (A) (D)    |               |             |          | Shares       |             |        |
|             |             |                     |                    | Code v      | (A) $(D)$  |               |             |          | Shares       |             |        |

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kitchen Jennifer C/O COSTAR GROUP, INC. 1331 L STREET, NW WASHINGTON, DC 20005

Sr. Vice President, Research

### **Signatures**

/s/ Jonathan Coleman, Attorney-in-Fact 02/25/2013

\*\*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 6,790 shares of Common Stock and 18,368 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.

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