

COSTAR GROUP INC

Form 4

November 20, 2006

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

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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., 2
BETHESDA METRO CENTER,
10TH FLOOR**

(Street)

BETHESDA, MD 20814-5388

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
COSTAR GROUP INC [CSGP]

3. Date of Earliest Transaction
(Month/Day/Year)
11/16/2006

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) below)

Chief Financial Officer

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	11/16/2006		M	15,000	A \$ 20.3	36,594 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	11/16/2006		M	5,020	A \$ 24.875	41,614 ⁽²⁾	D
	11/16/2006		S	20,020	D	21,594 ⁽⁴⁾	D

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Common Stock, par value \$0.01 per share	\$ 50.71 <u>(3)</u>
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Common Stock, par value \$0.01 per share	11/17/2006	M	14,980	A	\$ 24.875	36,574 ⁽⁵⁾	D
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Common Stock, par value	11/17/2006	S	14,980	D	\$ 50.35 <u>(6)</u>	21,594 <u>(7)</u>	D
\$0.01 per share							

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to acquire Common Stock	\$ 20.3	11/16/2006		M		15,000		<u>(8)</u>	06/03/2012	Common Stock	15,000
Options to acquire Common Stock	\$ 24.875	11/16/2006		M		5,020		<u>(9)</u>	06/20/2010	Common Stock	5,020
Options to acquire Common Stock	\$ 24.875	11/17/2006		M		14,980		<u>(10)</u>	06/20/2010	Common Stock	14,980

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARCHEDI FRANCIS C/O COSTAR GROUP, INC. 2 BETHESDA METRO CENTER, 10TH FLOOR BETHESDA, MD 20814-5388			Chief Financial Officer	

Signatures

/s/ Jonathan Coleman,
Attorney-in-Fact

11/20/2006

__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 29,894 shares of Common Stock and 6,700 shares of Common Stock subject to unvested Restricted Stock Grants.
- (2) Represents all shares of Common Stock owned, consisting of 34,914 shares of Common Stock and 6,700 shares of Common Stock subject to unvested Restricted Stock Grants.
- (3) Average based on sales prices ranging from \$50.50 to \$50.88.
- (4) Represents all shares of Common Stock owned, consisting of 14,894 shares of Common Stock and 6,700 shares of Common Stock subject to unvested Restricted Stock Grants.
- (5) Represents all shares of Common Stock owned, consisting of 29,874 shares of Common Stock and 6,700 shares of Common Stock subject to unvested Restricted Stock Grants.
- (6) Average based on sales prices ranging from \$50.09 to \$50.67.
- (7) Represents all shares of Common Stock owned, consisting of 14,894 shares of Common Stock and 6,700 shares of Common Stock subject to unvested Restricted Stock Grants.
- (8) The option vested in four equal installments on June 4, 2003, June 4, 2004, June 4, 2005 and June 4, 2006.
- (9) The option vested in four equal installments on June 21, 2001, June 21, 2002, June 21, 2003 and June 21, 2004.
- (10) The option vested in four equal installments on June 21, 2001, June 21, 2002, June 21, 2003 and June 21, 2004.
- (11) Past reports filed by the reporting person showed aggregate option holdings in column 9, as opposed to holdings of a single class. As of the date hereof, after the reported transactions, the reporting person owns options of various classes with the right to acquire in the aggregate up to 50,000 shares of Common Stock of the Company.

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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