

NEUSTAR INC
Form 4/A
July 06, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHIFF FRANK L

(Last) (First) (Middle)

320 PARK AVENUE, 17TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NEUSTAR INC [NSR]

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2006

4. If Amendment, Date Original Filed(Month/Day/Year)
07/05/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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 (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Class A Common Stock					1,291,925 ⁽¹⁾	I	See footnotes ⁽²⁾ ⁽³⁾

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)

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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)	Amount or Number of Shares
Restricted Stock Units	\$ 0	07/01/2006		A	3,259 <u>(1) (3)</u> <u>(4)</u>	07/01/2007 ⁽⁵⁾ <u>(6)</u>	Class A Common Stock	3,259 <u>(1) (3)</u> <u>(4)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHIFF FRANK L 320 PARK AVENUE 17TH FLOOR NEW YORK, NY 10022		X		

Signatures

/s/ Martin Lowen, by power of attorney
Date: 07/06/2006

**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).
- The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.
- (1) These shares are owned directly by MidOcean Capital Investors, L.P. and indirectly by the reporting person as a managing director of entities that indirectly control this entity. MidOcean Capital Investors, L.P. is the direct owner of the reported securities (the "Shares"). MidOcean Associates, SPC, a Cayman Islands exempted company registered as a segregated portfolio company ("Associates"),
- (2) MidOcean Partners, LP, a Cayman Islands limited partnership ("MidOcean"), Existing Fund GP, Ltd., a Cayman Islands exempted company ("Existing Fund") and MidOcean Capital Partners, L.P., a Delaware limited partnership ("MOCP"), may all be deemed to be beneficial owners of the Shares as a result of their direct or indirect control relationship with MidOcean Capital Investors, L.P., a Delaware limited partnership ("MCILP").
- (3) MOCP is the general partner of MCILP. Existing Fund is the general partner of MOCP. MidOcean is the sole owner of Existing Fund and a limited partner in MOCP, and Associates is the general partner of MidOcean. Ultramar Capital Ltd., a Cayman Islands exempted company ("Ultramar"), is the sole owner of Associates. J. Edward Virtue may be deemed the beneficial owner of the Shares because he indirectly controls the Shares, but disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- (4) These restricted stock units are owned indirectly by MidOcean Capital Investors, L.P. and by the reporting person as a managing director of entities that indirectly control this entity. MidOcean Associates, SPC, a Cayman Islands exempted company registered as a segregated

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portfolio company ("Associates"), MidOcean Partners, LP, a Cayman Islands limited partnership ("MidOcean"), Existing Fund GP, Ltd., a Cayman Islands exempted company ("Existing Fund") and MidOcean Capital Partners, L.P., a Delaware limited partnership ("MOCP"), may all be deemed to be beneficial owners of the restricted stock units as a result of their direct or indirect control relationship with MidOcean Capital Investors, L.P., a Delaware limited partnership ("MCILP").

- The restricted stock units will fully vest on July 1, 2007. Upon vesting, the reporting person shall be entitled to one share of Class A
- (5) Common Stock for each restricted stock unit, which shall be paid on the date that is six months after the reporting person's Termination (as defined in the NeuStar, Inc. 2005 Stock Incentive Plan).
 - (6) The restricted stock units terminate if the reporting person experiences a Termination (as defined in the NeuStar, Inc. 2005 Stock Incentive Plan) before July 1, 2007.

Remarks:

This amendment clarifies the ownership interest of MidOcean Capital Investors, L.P. and related entities in the restricted stock

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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