

NEUSTAR INC
Form 4
May 10, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LANDY JOSEPH

(Last) (First) (Middle)

**C/O WARBURG PINCUS LLC, 466
LEXINGTON AVE**

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/08/2006

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

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 Indirect Beneficial Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Class A Common Stock	05/08/2006		J ⁽³⁾	4,999,993 D	\$ 0 ₍₄₎ 654,087	I ⁽¹⁾ ₍₂₎	See Footnote <u>(1)</u> <u>(2)</u>
Class A Common Stock					1,747,907	I ⁽¹⁾ ₍₂₎	By NeuStar, Inc. Voting Trust ⁽¹⁾ ₍₂₎
Class A Common Stock	05/08/2006		J ⁽³⁾	26,638 A	\$ 0 ₍₄₎ 26,638	D ₍₅₎	

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

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(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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LANDY JOSEPH C/O WARBURG PINCUS LLC 466 LEXINGTON AVE NEW YORK, NY 10017	X			

Signatures

By: /s/ Scott A. Arenare,
Attorney-in-Fact
Date: 05/10/2006

**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 stockholders are Warburg Pincus Equity Partners, L.P., a Delaware limited partnership, including two affiliated partnerships ("WPEP"). Warburg Pincus Partners LLC, a New York limited liability company ("WP Partners"), which is a subsidiary of Warburg Pincus & Co., a New York general partnership ("WP") is the sole general partner of WPEP. Warburg Pincus LLC, a New York limited liability company, ("WP LLC," and together with WPEP, WP Partners and WP, the "Warburg Pincus Entities") manages WPEP. The address of each Warburg Pincus Entity is 466 Lexington Avenue, New York, NY 10017.
- (2) Joseph Landy is a director of NeuStar, Inc., a Managing General Partner of WP and a Managing Member and Co-President of WP LLC. Mr. Landy's business address is c/o Warburg Pincus, 466 Lexington Avenue, New York, NY 10017. By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended, Joseph Landy may be deemed to be the beneficial owner of the shares of

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Class A Common Stock. Joseph Landy disclaims beneficial ownership of all shares of Class A Common Stock, except as discussed in note (5) below. Each of WP Partners, WP LLC and WP disclaims beneficial ownership of all shares of Class A Common Stock owned by any of the Warburg Pincus Entities, except to the extent of any indirect pecuniary interest therein.

- On May 8, 2006, WPEP distributed an aggregate of 4,999,993 shares of Common Stock to its partners. WP Partners received 500,000
- (3) shares of Common Stock from WPEP, which it immediately distributed to its sole member, WP. WP immediately distributed the 500,000 shares of Common Stock to its partners.
 - (4) Price not applicable
 - (5) As a result of the May 8, 2006 distribution, Joseph Landy received 26,638 shares of Common 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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