

COSTAR GROUP INC

Form 4

March 18, 2013

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FLORANCE ANDREW C

(Last) (First) (Middle)

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

(Street)

WASHINGTON, DC 20005

(City) (State) (Zip)

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

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

03/14/2013

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)

President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	03/14/2013		M	30,000	A \$ 39	325,449 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	03/14/2013		S	30,000	D \$ 99.68 ⁽²⁾	295,449 ⁽³⁾	D
Common Stock, par	03/15/2013		M	20,000	A \$ 39	315,449 ⁽⁴⁾	D

value
\$0.01 per
share

Common
Stock, par

value 03/15/2013

\$0.01 per
share

\$
26,253 D 100.14 289,196 ⁽⁶⁾ D
⁽⁵⁾

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
Option to Acquire Common Stock	\$ 39	03/14/2013		M		30,000		<u>(7)</u>	02/28/2014	Common Stock	30,000
Option to Acquire Common Stock	\$ 39	03/15/2013		M		20,000		<u>(7)</u>	02/28/2014	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLORANCE ANDREW C C/O COSTAR GROUP, INC. 1331 L STREET, NW WASHINGTON, DC 20005	X		President and CEO	

Signatures

/s/ Jonathan Coleman,
Attorney-in-Fact

03/18/2013

__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 123,815 shares of Common Stock and 201,634 shares of Common Stock subject to unvested Restricted Stock Grants.
- (2) Average based on sales prices ranging from \$99.23 to \$100.77.
- (3) Represents all shares of Common Stock owned, consisting of 93,815 shares of Common Stock and 201,634 shares of Common Stock subject to unvested Restricted Stock Grants.
- (4) Represents all shares of Common Stock owned, consisting of 113,815 shares of Common Stock and 201,634 shares of Common Stock subject to unvested Restricted Stock Grants.
- (5) Average based on sales prices ranging from \$99.34 to \$100.90.
- (6) Represents all shares of Common Stock owned, consisting of 87,562 shares of Common Stock and 201,634 shares of Common Stock subject to unvested Restricted Stock Grants.
- (7) The option vested in four equal installments on March 1, 2005, March 1, 2006, March 1, 2007 and March 1, 2008.

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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