

COSTAR GROUP INC

Form 4

March 03, 2015

**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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Radecki Brian J

(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)  
02/28/2015

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 \_\_\_\_ 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<br>Security<br>(Instr. 3)                | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 02/28/2015                              |                                                             | F                                    | 617                                                                     | D                                                                                                                  | \$<br>199.16                                                            | 35,757 <sup>(1)</sup> D                                                        |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 03/02/2015                              |                                                             | M                                    | 4,634                                                                   | A                                                                                                                  | \$ 58.95                                                                | 40,391 <sup>(2)</sup> D                                                        |
| Common<br>Stock, par                                 | 03/02/2015                              |                                                             | M                                    | 4,500                                                                   | A                                                                                                                  | \$<br>102.16                                                            | 44,891 <sup>(3)</sup> D                                                        |

value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

03/02/2015

S

14,634

D

\$

197.14

30,257 <sup>(5)</sup>

D

<sup>(4)</sup>

Common  
Stock, par  
value  
\$0.01 per  
share

03/03/2015

G

V

650

D

\$ 0

29,607 <sup>(6)</sup>

D

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of<br>Shares |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------|
| Option to<br>Acquire<br>Common<br>Stock             | \$ 58.95                                                              | 03/02/2015                              |                                                             | M                                       | 4,634                                                                                                           | <sup>(7)</sup> 02/20/2022                                      | Common<br>Stock                                                     | 4,634                                     |
| Option to<br>Acquire<br>Common<br>Stock             | \$ 102.16                                                             | 03/02/2015                              |                                                             | M                                       | 4,500                                                                                                           | <sup>(8)</sup> 03/10/2023                                      | Common<br>Stock                                                     | 4,500                                     |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

## Edgar Filing: COSTAR GROUP INC - Form 4

Director    10% Owner    Officer    Other

Radecki Brian J  
C/O COSTAR GROUP, INC.  
1331 L STREET, NW  
WASHINGTON, DC 20005

Chief Financial Officer

## Signatures

/s/ Jonathan Coleman,  
Attorney-in-Fact

03/03/2015

\_\_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 23,837 shares of Common Stock and 11,920 shares of Common Stock subject to unvested Restricted Stock grants.
- (2) Represents all shares of Common Stock owned, consisting of 28,471 shares of Common Stock and 11,920 shares of Common Stock subject to unvested Restricted Stock grants.
- (3) Represents all shares of Common Stock owned, consisting of 32,971 shares of Common Stock and 11,920 shares of Common Stock subject to unvested Restricted Stock grants.
- (4) Average based on sales prices ranging from \$197.00 to \$197.55.
- (5) Represents all shares of Common Stock owned, consisting of 18,337 shares of Common Stock and 11,920 shares of Common Stock subject to unvested Restricted Stock grants.
- (6) Represents all shares of Common Stock owned, consisting of 17,687 shares of Common Stock and 11,920 shares of Common Stock subject to unvested Restricted Stock grants.
- (7) The option vested in three equal installments on February 21, 2013, February 21, 2014 and February 21, 2015.
- (8) The option vests in three equal installments on March 11, 2014, March 11, 2015, and March 11, 2016.

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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