

Stanfill John L
Form 4
May 08, 2012

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 *
Stanfill John L

(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)

05/04/2012

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)

Sr. VP-Sales, Customer Service

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 |
| Common Stock, par value \$0.01 per share | 05/04/2012 | | S | | 8,000 | D | \$ 70.57 ⁽²⁾ <u>(1)</u> |
| Common Stock, par value \$0.01 per share | 05/07/2012 | | M | | 750 | A | \$ 19.71 ⁽³⁾ |
| Common Stock, par value \$0.01 per share | 05/07/2012 | | M | | 2,602 | A | \$ 25 ⁽⁴⁾ |

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| | | | | | | | |
|--|------------|---|--------|---|--------------------------------|-----------------------|---|
| Common Stock, par value \$0.01 per share | 05/07/2012 | M | 4,600 | A | \$ 42.29 | 88,645 ⁽⁵⁾ | D |
| Common Stock, par value \$0.01 per share | 05/07/2012 | M | 3,900 | A | \$ 57.16 | 92,545 ⁽⁶⁾ | D |
| Common Stock, par value \$0.01 per share | 05/07/2012 | S | 11,852 | D | \$ <u>70.13</u> ⁽⁷⁾ | 80,693 ⁽⁸⁾ | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option to Acquire Common Stock | \$ 19.71 | 05/07/2012 | | M | 750 | ⁽⁹⁾ 08/05/2012 | Common Stock | 750 |
| Option to Acquire Common Stock | \$ 25 | 05/07/2012 | | M | 2,602 | ⁽¹⁰⁾ 03/01/2019 | Common Stock | 2,602 |
| Option to Acquire Common Stock | \$ 42.29 | 05/07/2012 | | M | 4,600 | ⁽¹¹⁾ 03/11/2020 | Common Stock | 4,600 |
| | \$ 57.16 | 05/07/2012 | | M | 3,900 | ⁽¹²⁾ 03/03/2021 | | 3,900 |

Option to
Acquire
Common
Stock

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Stanfill John L C/O COSTAR GROUP, INC. 1331 L STREET, NW WASHINGTON, DC 20005 | | | Sr. VP-Sales, Customer Service | |

Signatures

/s/ Jonathan Coleman,
Attorney-in-Fact

05/08/2012

__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) Average based on sales prices ranging from \$70.40 to \$70.65.
- (2) Represents all shares of Common Stock owned, consisting of 2,592 shares of Common Stock and 78,101 shares of Common Stock subject to unvested Restricted Stock Grants.
- (3) Represents all shares of Common Stock owned, consisting of 3,342 shares of Common Stock and 78,101 shares of Common Stock subject to unvested Restricted Stock Grants.
- (4) Represents all shares of Common Stock owned, consisting of 5,944 shares of Common Stock and 78,101 shares of Common Stock subject to unvested Restricted Stock Grants.
- (5) Represents all shares of Common Stock owned, consisting of 10,544 shares of Common Stock and 78,101 shares of Common Stock subject to unvested Restricted Stock Grants.
- (6) Represents all shares of Common Stock owned, consisting of 14,444 shares of Common Stock and 78,101 shares of Common Stock subject to unvested Restricted Stock Grants.
- (7) Average based on sales prices ranging from \$69.94 to \$70.39.
- (8) Represents all shares of Common Stock owned, consisting of 2,592 shares of Common Stock and 78,101 shares of Common Stock subject to unvested Restricted Stock Grants.
- (9) The option vested in four equal installments on August 6, 2003, August 6, 2004, August 6, 2005 and August 6, 2006.
- (10) The option vested in three equal installments on March 2, 2010, March 2, 2011 and March 2, 2012.
- (11) The option vests in three equal installments on March 12, 2011, March 2, 2012 and March 2, 2013.
- (12) The option vests in three equal installments on March 4, 2012, March 4, 2013 and March 4, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.