

COSTAR GROUP INC  
Form 4  
March 02, 2017

**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 \*  
**CARCHEDI FRANCIS**

(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)  
**02/28/2017**

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)  
Executive VP, Corp. Dev.

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)
Common Stock, par value \$0.01 per share	02/28/2017		F	630 D	\$ 203.99 23,366 <sup>(1)</sup>	D	
Common Stock, par value \$0.01 per share	03/02/2017		D	957 <sup>(2)</sup> D	\$ 0 22,409 <sup>(3)</sup>	D	
Common Stock, par value \$0.01 per share	03/02/2017		F	785 D	\$ 206.8 21,624 <sup>(4)</sup>	D	

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value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

03/02/2017 A 7,380<sup>(5)</sup> A \$ 0 29,004 <sup>(6)</sup> D

Common  
Stock, par  
value  
\$0.01 per  
share

03/02/2017 M 4,500 A \$ 37.42 33,504 <sup>(7)</sup> D

Common  
Stock, par  
value  
\$0.01 per  
share

03/02/2017 S 4,500 D \$ 204.98<sup>(8)</sup> 29,004 <sup>(6)</sup> D

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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Option to Acquire Common Stock	\$ 204.91	03/02/2017		A	8,300	<sup>(9)</sup> 03/01/2027	Common Stock	8,300
Option to Acquire Common Stock	\$ 37.42	03/02/2017		M	4,500	<sup>(10)</sup> 07/15/2019	Common Stock	4,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARCHEDI FRANCIS C/O COSTAR GROUP, INC. 1331 L STREET, NW WASHINGTON, DC 20005			Executive VP, Corp. Dev.	

## Signatures

/s/ Jonathan Coleman,  
Attorney-in-Fact

03/02/2017

\_\_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 7,052 shares of Common Stock and 16,314 shares of Common Stock subject to unvested Restricted Stock grants.
- (2) Shares forfeited from February 28, 2014 performance restricted stock grant upon measurement and certification of achievement of the performance goal by the Compensation Committee.
- (3) Represents all shares of Common Stock owned, consisting of 7,052 shares of Common Stock and 15,357 shares of Common Stock subject to unvested Restricted Stock grants.
- (4) Represents all shares of Common Stock owned, consisting of 8,430 shares of Common Stock and 13,194 shares of Common Stock subject to unvested Restricted Stock grants.  
Includes a grant of 4,500 shares of restricted common stock that vest in three equal installments on March 2, 2018, March 2, 2019 and March 2, 2020, and a grant of 2,880 shares of restricted common stock that vest based upon CoStar Group, Inc.'s achievement of a three-year performance goal.
- (5) Represents all shares of Common Stock owned, consisting of 8,430 shares of Common Stock and 20,574 shares of Common Stock subject to unvested Restricted Stock grants.
- (6) Represents all shares of Common Stock owned, consisting of 12,930 shares of Common Stock and 20,574 shares of Common Stock subject to unvested Restricted Stock grants.
- (7) Average based on sales prices ranging from \$204.83 to \$205.04.
- (8) The option vests in three equal installments on March 2, 2018, March 2, 2019 and March 2, 2020.
- (9) The option vested in four equal installments on July 16, 2010, July 16, 2011, July 16, 2012 and July 16, 2013.

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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