

Stanfill John L  
Form 3  
June 26, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
* ^ Stanfill John L		(Month/Day/Year)	COSTAR GROUP INC [CSGP]	
(Last)	(First)	(Middle)	06/16/2008	
C/O COSTAR GROUP, INC., ^ 2 BETHESDA METRO CENTER, 10TH FLOOR			4. Relationship of Reporting Person(s) to Issuer	
(Street)			(Check all applicable)	
BETHESDA, ^ MD ^ 20814-5388			5. If Amendment, Date Original Filed(Month/Day/Year)	
(City)	(State)	(Zip)	_____ Director _____ 10% Owner	
			_X_ Officer _____ Other	
			(give title below) (specify below)	
			Sr. VP-Sales, Customer Service	
			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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	14,158 <sup>(1)</sup>	D	^

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
-----------------------------------------------	-------------------------------------------------------------	--------------------------------------------------------------------------------	-----------------------------------------------	-------------------------------------------	----------------------------------------------------------

Edgar Filing: Stanfill John L - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Option to Acquire Common Stock	Â (2)	08/05/2012	Common Stock, par value \$0.01 per share	750	\$ 19.71	D	Â
Option to Acquire Common Stock	Â (2)	09/03/2013	Common Stock, par value \$0.01 per share	1,000	\$ 30.06	D	Â
Option to Acquire Common Stock	Â (2)	05/04/2014	Common Stock, par value \$0.01 per share	5,000	\$ 39.53	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stanfill John L C/O COSTAR GROUP, INC. 2 BETHESDA METRO CENTER, 10TH FLOOR BETHESDA, MD 20814-5388	Â	Â	Â Sr. VP-Sales, Customer Service	Â

## Signatures

/s/ Jonathan Coleman, 06/26/2008  
Attorney-in-Fact

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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 676 shares of Common Stock and 13,482 shares of Common Stock subject to unvested Restricted Stock Grants.
- (2) The option is currently exercisable.

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.