Edgar Filing: COSTAR GROUP INC - Form 4

| COSTAR GF | ROUP INC | | | | | | | | | | |
|--|--|-------------------------|--|--|-------------|--------|--|---|---|-----------|--|
| Form 4 | | | | | | | | | | | |
| September 07 | 7, 2010 | | | | | | | | | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION | | | | | | | r | PPROVAL | | | |
| Check thi | Washington, D.C. 20549 | | | | | | COMMISSION | OMB Number: | 3235-0287 | | |
| if no long subject to Section 10 Form 4 or Form 5 obligation may conti | F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section | | | | | | Expires: January 31 200 Estimated average burden hours per response 0. | | | | |
| <i>See</i> Instru 1(b). | | 30(h) | of the Inv | vestment | Compan | y Act | of 19 | 40 | | | |
| (Print or Type R | lesponses) | | | | | | | | | | |
| | | | 2. Issuer Name and Ticker or Trading Symbol | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| | | COSTAR GROUP INC [CSGP] | | | | | (Check all applicable) | | | | |
| (Last) (First) (Middle) 100 CEDAR CLIFF ROAD | | | 3. Date of Earliest Transaction (Month/Day/Year) Director 09/02/2010Officer (g below) | | | | | Officer (give | ve title 10% Owner Other (specify below) | | |
| | | | - | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| RIVERSIDE | E, CT 06878 | | | | | | | Form filed by M Person | Aore than One R | eporting | |
| (City) | (State) | (Zip) | Table | e I - Non-Do | erivative S | Securi | ties Ac | quired, Disposed of | f, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | any | | emed on Date, if 'Day/Year) | 3. Transactic Code (Instr. 8) | 1 () | | Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| Common Stock, par | | | | Code V | Amount | or | Price | Transaction(s) (Instr. 3 and 4) | | | |
| value \$0.01 per share | 09/02/2010 | | | A | 2,350 | А | \$0 | 20,705 <u>(1)</u> | 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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title c Derivativ Security (Instr. 3) | ve Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transact Code (Instr. 8) | 5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Expiration D (Month/Day, e | . Date Exercisable and expiration Date Month/Day/Year) | | le and int of rlying ities . 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr |
|---|------------------------------|---|---|--------------------------------------|--|----------------------------------|--|-------|---|---|--|
| | | | | Code V | 7 (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

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Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| LOW JOSIAH O III 100 CEDAR CLIFF ROAD RIVERSIDE, CT 06878 | Х | | | | | | |
| Signatures | | | | | | | |
| /s/ Jonathan Coleman, Attorney-in-Fact | 09/07/2010 | | | | | | |
| **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 12,572 shares of Common Stock and 8,133 shares of Common Stock subject to unvested Restricted Stock Grants.

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.