

Stanfill John L
Form 4
March 13, 2013

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 *
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)

03/11/2013

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 below) ___ Other (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 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, par value \$0.01 per share	03/11/2013		A		6,000 A \$ 0	50,184 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	03/12/2013		M		2,300 A \$ 42.29	52,484 ⁽²⁾	D
Common Stock, par	03/12/2013		M		3,900 A \$ 57.16	56,384 ⁽³⁾	D

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value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

03/12/2013 M 196 A \$ 39.53 56,580 ⁽⁴⁾ D

Common
Stock, par
value
\$0.01 per
share

03/12/2013 M 3,866 A \$ 58.95 60,446 ⁽⁵⁾ D

Common
Stock, par
value
\$0.01 per
share

03/12/2013 S 14,599 D \$ 101.1⁽⁶⁾ 45,847 ⁽⁷⁾ D

Common
Stock, par
value
\$0.01 per
share

03/12/2013 F 486 D \$ 101.06 45,361 ⁽⁸⁾ 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	\$ 102.16	03/11/2013		A	10,100	⁽⁹⁾	03/10/2023	Common Stock	10,100
	\$ 42.29	03/12/2013		M	2,300	⁽¹⁰⁾	03/11/2020		2,300

Option to Acquire Common Stock	Price	Grant Date	Exercise Price	Shares	Expiration Date	Common Stock	Shares
Option to Acquire Common Stock	\$ 57.16	03/12/2013	M	3,900	(11)	03/03/2021	Common Stock 3,900
Option to Acquire Common Stock	\$ 39.53	03/12/2013	M	196	(12)	05/04/2014	Common Stock 196
Option to Acquire Common Stock	\$ 58.95	03/12/2013	M	3,866	(13)	02/20/2022	Common Stock 3,866

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

03/13/2013

__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 5,449 shares of Common Stock and 44,735 shares of Common Stock subject to unvested Restricted Stock Grants.
- (2) Represents all shares of Common Stock owned, consisting of 7,749 shares of Common Stock and 44,735 shares of Common Stock subject to unvested Restricted Stock Grants.
- (3) Represents all shares of Common Stock owned, consisting of 11,649 shares of Common Stock and 44,735 shares of Common Stock subject to unvested Restricted Stock Grants.
- (4) Represents all shares of Common Stock owned, consisting of 11,845 shares of Common Stock and 44,735 shares of Common Stock subject to unvested Restricted Stock Grants.
- (5) Represents all shares of Common Stock owned, consisting of 15,711 shares of Common Stock and 44,735 shares of Common Stock subject to unvested Restricted Stock Grants.
- (6) Average based on sales prices ranging from \$100.75 to \$102.35.
- (7)

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Represents all shares of Common Stock owned, consisting of 1,112 shares of Common Stock and 44,735 shares of Common Stock subject to unvested Restricted Stock Grants.

- (8) Represents all shares of Common Stock owned, consisting of 1,660 shares of Common Stock and 43,701 shares of Common Stock subject to unvested Restricted Stock Grants.
- (9) The option vests in three equal installments on March 11, 2014, March 11, 2015, and March 11, 2016.
- (10) The option vested in three equal installments on March 12, 2011, March 12, 2012, and March 12, 2013.
- (11) The option vests in three equal installments on March 4, 2012, March 4, 2013, and March 4, 2014.
- (12) The option vested in three equal installments on May 5, 2005, May 5, 2006, May 5, 2007, and May 5, 2008.
- (13) The option vests in three equal installments on February 21, 2013, February 21, 2014, and February 21, 2015.

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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