

Stanfill John L
Form 4
May 08, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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

2. Issuer Name and Ticker or Trading Symbol
COSTAR GROUP INC [CSGP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O COSTAR GROUP, INC., 1331 L STREET, NW

3. Date of Earliest Transaction (Month/Day/Year)
05/04/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP-Sales, Customer Service

(Street)
WASHINGTON, DC 20005

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (1)
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.

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SEC 1474
(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

