Radecki Brian J Form 4 March 01, 2011

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person
Radecki Brian J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

(Last)

(City)

(Middle)

(Zip)

COSTAR GROUP INC [CSGP]

(Check all applicable) Director 10% Owner

C/O COSTAR GROUP, INC., 1331

(First)

L STREET, NW

3. Date of Earliest Transaction

(Month/Day/Year)

02/27/2011

Other (specify X_ Officer (give title below) Chief Financial Officer

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Dominative Committies Assumed Disposed of an Donoficially Or

WASHINGTON, DC 20005

, ,	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
	3. Transactio				5. Amount of Securities	6. Ownership Form: Direct	nip 7. Nature of			
(· · · · · · · · · · · · · · · · · · ·	any	* * * * * * * * * * * * * * * * * * * *			` ′	Beneficially	(D) or	Beneficial		
	(Month/Day/Year)	(Instr. 8)	· ·		Í	Owned	Indirect (I)	Ownership		
	•					Following	(Instr. 4)	(Instr. 4)		
		Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)				
02/27/2011		F	468	D	\$ 57.23	30,963 (1)	D			
	2. Transaction Date (Month/Day/Year)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)	2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr. 8) Code V	2. Transaction Date 2A. Deemed 3. 4. Securi (Month/Day/Year) Execution Date, if any Code (Instr. 3, (Month/Day/Year) (Instr. 8) Code V Amount	2. Transaction Date 2A. Deemed 3. 4. Securities A (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) (A) or Code V Amount (D)	2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Instr. 8) (A) or Code V Amount (D) Price	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) Execution Date, if Transaction(A) or Disposed of (D) Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) Execution Date, if any (Month/Day/Year) (Instr. 8) Execution Date, if any (Month/Day/Year) (Instr. 8) Execution Date, if any (D) or Owned Indirect (I) Following (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: Radecki Brian J - Form 4

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable	Date	ritte			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Radecki Brian J C/O COSTAR GROUP, INC. 1331 L STREET, NW WASHINGTON, DC 20005

Chief Financial Officer

Signatures

/s/ Jonathan Coleman, Attorney-in-Fact

03/01/2011

**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).
- Represents all shares of Common Stock owned, consisting of 10,972 shares of Common Stock and 19,991 shares of Common tock 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.

Reporting Owners 2