

Linnington Matthew  
 Form 4  
 March 06, 2018

**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 \*  
 Linnington Matthew

(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)  
 03/02/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive VP, Sales

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, par value \$0.01 per share	03/02/2018		M		3,768 A \$ 193.69	35,192 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	03/02/2018		M		3,000 A \$ 182.75	38,192 <sup>(2)</sup>	D
Common Stock, par	03/02/2018		S		6,768 D \$ 348.19	31,424 <sup>(4)</sup>	D

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value						(3)		
\$0.01 per share								
Common Stock, par value	03/02/2018		S	1,153	D	\$ 348.45	30,271 (6)	D
\$0.01 per share						(5)		
Common Stock, par value	03/05/2018		F	1,581	D	\$ 348.28	28,690 (7)	D
\$0.01 per share								

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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Option to Acquire Common Stock	\$ 193.69	03/02/2018		M	3,768	(8) 03/04/2025	Common Stock	3,768
Option to Acquire Common Stock	\$ 182.75	03/02/2018		M	3,000	(9) 03/10/2026	Common Stock	3,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director   10% Owner   Officer   Other

Linnington Matthew  
C/O COSTAR GROUP, INC.  
1331 L STREET, NW  
WASHINGTON, DC 20005

Executive VP, Sales

## Signatures

/s/ Jonathan Coleman,  
Attorney-in-Fact

03/06/2018

\_\_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 7,803 shares of Common Stock and 27,389 shares of Common Stock subject to unvested Restricted Stock grants.
- (2) Represents all shares of Common Stock owned, consisting of 10,803 shares of Common Stock and 27,389 shares of Common Stock subject to unvested Restricted Stock grants.
- (3) Average based on sales prices ranging from \$347.47 to \$349.24.
- (4) Represents all shares of Common Stock owned, consisting of 4,035 shares of Common Stock and 27,389 shares of Common Stock subject to unvested Restricted Stock grants.
- (5) Average based on sales prices ranging from \$347.84 to \$349.24.
- (6) Represents all shares of Common Stock owned, consisting of 2,882 shares of Common Stock and 27,389 shares of Common Stock subject to unvested Restricted Stock grants.
- (7) Represents all shares of Common Stock owned, consisting of 5,375 shares of Common Stock and 23,315 shares of Common Stock subject to unvested Restricted Stock grants.
- (8) The option vests in three equal installments on March 5, 2016, March 5, 2017 and March 5, 2018.
- (9) The option vests in three equal installments on March 11, 2017, March 11, 2018 and March 11, 2019.

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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