COMSCORE, INC. Form 4

FORM 4

April 01, 2014

OMB APPROVAL

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

OMB Number: 3235-0287

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
Estimated average

0.5

Form 4 or 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

SECURITIES

response...

burden hours per

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Tarpey Kenneth	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) t Issuer			
	COMSCORE, INC. [SCOR]	(Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction				
	(Month/Day/Year)	Director 10% Owner			
C/O COMSCORE, INC., 11950	03/31/2014	_X_ Officer (give title Other (speci			
DEMOCRACY DRIVE, 6TH		below) below) Chief Financial Officer			
FLOOR					
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)	Applicable Line)			

RESTON, VA 20190

(State)

(Zip)

(City)

Amendment, Date Original	o. marvidual of John/Group Filling(Check					
ed(Month/Day/Year)	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						

		Table 1 - Non-Derivative Securities Acquired, Disposed of, of Deficiency Owned							
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A)	5. Amount of	6.	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if	Transaction	oror Disposed of (D)	Securities	Ownership	Indirect		
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial		
		(Month/Day/Year)	(Instr. 8)		Owned	Direct (D)	Ownership		
					Following	or Indirect	(Instr. 4)		
				(4)	Reported	(I)			
				(A)	Transaction(s)	(Instr. 4)			
			C 1 W	or	(Instr. 3 and 4)				
			Code V	Amount (D) Price					
Common Stock	03/31/2014		S	$ \begin{array}{ccc} 1,500 & \$ \\ \underline{\text{(1)}} & D & \$ \\ 32.9493 \end{array} $	83,953	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.

SEC 1474

(9-02)

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

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exerc Expiration D		7. Title at Amount of		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(monda, Day, Teal)	(Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/		Underlyin Securities (Instr. 3 a	ng s	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	or Title Nu of	nount umber uares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Tarpey Kenneth C/O COMSCORE, INC. 11950 DEMOCRACY DRIVE, 6TH FLOOR **RESTON, VA 20190**

Chief Financial Officer

Signatures

/s/ Christiana Lin, Attorney-in-Fact

04/01/2014

**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) Shares disposed of pursuant to a 10b5-1 plan entered into in October 2013

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.

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