COMSCORE, INC. Form 4 November 12, 2014

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

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

See Instruction 1(b).

(City)

1. Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * Matta Serge

(First) (Middle) (Last)

C/O COMSCORE, INC., 11950 DEMOCRACY DRIVE, 6TH **FLOOR**

(Street)

(State)

RESTON, VA 20190

2. Transaction Date 2A. Deemed

(Zip)

2. Issuer Name and Ticker or Trading

Symbol

COMSCORE, INC. [SCOR]

3. Date of Earliest Transaction (Month/Day/Year) 11/07/2014

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year)

(Instr. 3, 4 and 5) (Instr. 8)

Reported (A) Transaction(s) or

(Instr. 3 and 4) Code V Amount (D) Price

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

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

1. Title of Derivative

Conversion

(Month/Day/Year) Execution Date, if

3. Transaction Date 3A. Deemed

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

President & CEO

6. Ownership

Form: Direct

(Instr. 4)

6. Individual or Joint/Group Filing(Check

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

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

(9-02)

Indirect

(D) or Indirect Beneficial

Issuer

below)

_X__ Director

Applicable Line)

5. Amount of

Securities

Following

Owned

Beneficially

X_ Officer (give title

Estimated average

burden hours per

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) of Disposed of (Disposed of (Disp	I (A) or I of (D)		(Instr. 3 and 4)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Options	\$ 42.92	11/07/2014		A	984,727	<u>(1)</u>	11/07/2024	Common Stock	984,72
Restricted Stock Units	\$ 0	11/07/2014		A	141,678	(2)	11/07/2017	Common Stock	141,67

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director 10% Owner		Officer	Other		
Matta Serge						
C/O COMSCORE, INC. 11950 DEMOCRACY DRIVE, 6TH FLOOR	X		President & CEO			

Signatures

RESTON, VA 20190

/s/ Christiana Lin, Attorney-in-Fact

**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).
- Granted pursuant to terms of comScore, Inc. 2007 Equity Incentive Plan. The option becomes exercisable, if at all, in four increments as (1) follows, 646,400 shares, 96,651 shares, 141,558 shares, 100,118 shares, if the average daily closing price of SCOR's common stock on the NASDAQ Global Market during any 30 consecutive calendar day period exceeds \$48.00, \$50.00, \$55.00, and \$60.00, respectively.
- Granted pursuant to terms of comScore, Inc. 2007 Equity Incentive Plan. The award will be earned, if at all, in four increments as follows, 68,401 shares, 13,686 shares, 31,091 shares, 28,500 shares, if the average daily closing price of SCOR's common stock on the NASDAQ Global Market during any 30 consecutive calendar day period exceeds \$48.00, \$50.00, \$55.00, and \$60.00, respectively.

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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