COMSCORE, INC. Form 4 March 03, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB ,

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SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue.

See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, of the 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)

			2. Issuer Name and Ticker or Trading Symbol					ng	5. Relationship of Reporting Person(s) to Issuer			
	COMSCORE, INC. [SCOR]						(Check all applicable)					
(Last)	(First) (M	fiddle)	3. Date of Earliest Transaction									
			(Month/Day/Year)						Director 10% Owner X Officer (give title Other (specify below) below)			
11950 DEMOCRACY DRIVE, SUITE 600			03/01/2015									
DRIVE, SC							Chief Technology Officer					
	(Street)	reet) 4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check					
Filed(Mont				nth/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person			
RESTON, VA 20190									Form filed by More than One Reporting Person			
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								ly Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	3. Transact Code (Instr. 8)	4. Securities Acquired action(A) or Disposed of (D) (Instr. 3, 4 and 5) 8) (A) or			d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)		
				Code V		Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	03/01/2015			M		7,557 (1)	A	\$0	39,096	D		
Common Stock	03/01/2015			F		3,313 (2)	D	\$ 51.59	35,783	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)

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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 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. Transactic Code (Instr. 8)	5. Number on 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0	03/01/2015		M	7,557	<u>(1)</u>	11/07/2017	Common Stock	7,557

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Brown Michael Andrew 11950 DEMOCRACY DRIVE SUITE 600 RESTON, VA 20190			Chief Technology Officer					

Signatures

/s/ Christiana Lin, Attorney-in-Fact 03/03/2015

**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 total award will be earned, if at all, in four increments as follows, 7,557 shares, 1,575 shares, 3,464 shares, 3,146 shares, if the average daily closing price of the Company's common stock on the
- (1) NASDAQ Global Market during any consecutive thirty-day period exceeds \$48.00, \$50.00, \$55.00, and \$60.00, respectively. This amount reflects the vesting of restricted stock (RSU) that vested on March 1, 2015, upon which date the reported closing price of the Company's common stock price exceeded an average of \$48 for the preceding 30 calendar days.
- (2) These shares were deducted to cover tax withholding obligations associated with the restricted stock award vesting on March 1, 2015.

 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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Reporting Owners 2