

COMSCORE, INC.

Form 4

March 17, 2015

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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Brown Michael Andrew

(Last) (First) (Middle)

11950 DEMOCRACY
DRIVE, SUITE 600

(Street)

RESTON, VA 20190

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
COMSCORE, INC. [SCOR]

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
X Officer (give title _____ Other (specify
below) below)

Chief Technology Officer

6. Individual or Joint/Group Filing(Check
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

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)
Common Stock	03/16/2015		S	400 ⁽¹⁾ D \$ 49.74	35,805	D	
Common Stock	03/15/2015		F	6,712 ⁽²⁾ D \$ 49.75	29,093	D	
Common Stock	03/15/2015		M	2,256 ⁽³⁾ A \$ 0	31,349	D	
Common Stock	03/15/2015		M	1,674 ⁽⁴⁾ A \$ 0	33,023	D	

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	Amount or Number of Shares
Common Stock	\$ 0	03/15/2015		M		2,256		<u>(3)</u>	03/15/2016	Common Stock	2,256
Restricted Stock Unit	\$ 0	03/15/2015		M		1,674		<u>(4)</u>	03/15/2016	Common Stock	1,674

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 03/17/2015

__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).

(1) Shares disposed of pursuant to a 10b5-1 plan entered into in August, 2014.

(2) These shares were deducted to cover tax withholding obligations associated with the restricted stock award vesting on March 15, 2015.

Granted pursuant to terms of comScore, Inc. 2007 Equity Incentive Plan. One third (1/3) to vest each year beginning on the first anniversary of the Grant Effective Date and annually thereafter on future anniversaries of the Vesting Commencement Date, provided that the recipient continues to provide services to the Company through each such date.

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- Granted pursuant to terms of comScore, Inc. 2007 Equity Incentive Plan. One half (1/2) to vest each year beginning on the first
- (4) anniversary of the Grant Effective Date and annually thereafter on future anniversaries of the Vesting Commencement Date, provided that the recipient continues to provide services to the Company through each such date.

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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