

COMSCORE, INC.  
Form 4  
February 20, 2015

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
Matta Serge

(Last) (First) (Middle)

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

(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)  
02/18/2015

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)  
President & CEO

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 Ownership (Instr. 4)
				Code	V Amount or Price			
Common Stock	02/19/2015		S	17,325 (1)	D \$ 51.3975	71,957	D	
Common Stock	02/20/2015		S	17,260 (1)	D \$ 50.9466	54,697	D	
Common Stock	02/18/2015		A	7,500 (2)	A \$ 0	62,197	D	
Common Stock	02/18/2015		M	7,335 (3)	A \$ 0	69,532	D	
Common Stock	02/18/2015		M	7,335 (3)	A \$ 0	76,867	D	

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Common Stock	02/18/2015	M	<u>16,667</u> (4)	A	\$ 0	93,534	D
Common Stock	02/18/2015	M	<u>12,555</u> (5)	A	\$ 0	106,089	D
Common Stock	02/18/2015	F	<u>24,513</u> (6)	D	\$ 51.81	81,576	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	02/18/2015		M	7,335	<u>(3)</u>	02/18/2017	Common Stock	7,335
Restricted Stock Units	\$ 0	02/18/2015		M	7,335	<u>(3)</u>	02/18/2017	Common Stock	7,335
Restricted Stock Units	\$ 0	02/18/2015		M	16,667	<u>(4)</u>	02/18/2016	Common Stock	16,667
Restricted Stock Unit	\$ 0	02/18/2015		M	12,555	<u>(5)</u>	02/18/2016	Common Stock	12,555

## 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	

RESTON, VA 20190

## Signatures

/s/ Christiana Lin,  
Attorney-in-Fact

02/20/2015

\_\_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 June, 2014.

Granted pursuant to the terms of comScore, Inc. 2007 Equity Incentive Plan. One fourth (1/4) to vest each year beginning on February 18, 2011 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.

(3) The Compensation Committee of the Company's Board of Directors approved a one-time promotion award of 44,459 shares. 50% of this promotion award (or 22,230 shares) will be earned based on Company-performance targets established for 2014. The Company-performance targets are 50% based on revenue and 50% based on adjusted EBITDA performance. The performance-based portion of this award will be determined on or around February 18, 2015, with one-third of the number of shares subject to the LTI awards to be immediately vested at the time of award, and one-third of the number of shares subject to the one-time award shall vest annually on each of February 18, 2016 and 2017. The remaining 50% of this promotion award (or 22,229 shares) will vest in three equal installments on February 18, 2015, 2016, and 2017. In each case, the vesting will be subject to Mr. Matta continuation as a service provider to the Company.

(4) Granted pursuant to the terms of comScore, Inc. 2007 Equity Incentive Plan. One third (1/3) to vest each year beginning on February 18, 2014 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.

(5) Granted pursuant to the comScore, Inc. 2007 Equity Incentive Plan. 12,555 shares to vest on February 18, 2015, and 12,555 shares to vest on February 18, 2016, provided that the recipient continues to provide services to the Company through each such date.

(6) These shares were deducted in order to cover tax withholding obligations associated with the restricted stock vestings on February 18, 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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