FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL												
OMB Number:	3235-0287											
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

					_									_						
Name and Address of Reporting Person*  Matta Sorge						2. Issuer Name and Ticker or Trading Symbol COMSCORE, INC. [ SCOR ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Matta Serge						<u></u>										Direc	ctor	10%	Owner	
(A. )							2. Data of Earlingt Transaction (Month/Day/Vear)									Office belov	er (give title v)	Oth belo	er (specify w)	
(Last) (First) (Middle)							3. Date of Earliest Transaction (Month/Day/Year) 08/15/2012								President, OMS					
C/O COMSCORE, INC.																		,		
11950 DEMOCRACY DRIVE, 6TH FLOOR																				
						4. If Amendment, Date of Original Filed (Month/Day/Year)								6.	6. Individual or Joint/Group Filing (Check Applicable					
(Street)						., 1 3 ( 1									Line)					
RESTON	I VA		20190												X	Form	n filed by One	e Reporting P	erson	
KESTON	V F	1 2	.0130												Form filed by More than One Reporting					
,					1											Pers	on			
(City)	(St	ate) (	Zip)																	
		Tahl	e I - Nor	n-Deriv	ativo	Sa	curitio	e Acc	uuired	Die	posed o	fΩ	r Ren	ofici:	ally (	Owne	2d			
		Tabi	C 1 - 1401			_			-	D13	·									
1. Title of Security (Instr. 3) 2. Transac						ction 2A. Deemed Execution Date,				3. 4. Securities Acquired (A) of Transaction Disposed Of (D) (Instr. 3, 4								6. Ownership Form: Direct	7. Nature of Indirect	
				(Month/D	ay/Yea				Code (Instr.   5)			) (IIISII.	3, 4 ai	В		cially	(D) or Indired	t Beneficial		
						(Month/Day/Year)			8)				Owned Following Reported			(I) (Instr. 4)	Ownership (Instr. 4)			
									Code	l <sub>v</sub>	Amount	(A) or Prid		Price			action(s)		(,	
						-				(D)			(Instr. 3 and 4)							
Common Stock 08/15/2									F		1,850(1	1)	D	\$13.55		121,052		D		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
											onvertib				,					
1. Title of	2.	3. Transaction	4.	. 5. Number 6. Date Exercisable and 7. Title and									8. Pri	ice of	9. Number o	f 10.	11. Nature			
Derivative	Conversion	Date	3A. Deeme Execution	Date,	Transa		n of		Expiration Date (Month/Day/Year)			Amount of Securities Underlying			Derivative Security (Instr. 5)		derivative	Ownersh	p of Indirect	
Security (Instr. 3)	or Exercise Price of	(Month/Day/Year)	if any (Month/Day		Code ( 8)	ınstr.											Securities Beneficially	Form: Direct (D)	Beneficial Ownership	
, ,	Derivative \(\)						Acquired		Derivative					,		Owned Following	or Indired			
Security							(A) or Disposed				Security (Instr. and 4)			<b>"</b>		Reported	(I) (Instr.	"		
							of (D) (Instr. 3, 4 and 5)					,					Transaction(s) (Instr. 4)	(s)		
				F									Am	ount						
													or							
							Date		Expiration		Nur	nber								
				- 1	Code	v	(A)		Exercisa		Date	Title		ıres				- 1		

## **Explanation of Responses:**

1. These shares were deducted in order to cover tax withholding obligations associated with recent stock award vestings.

## Remarks:

/s/ Christiana Lin, Attorney-in-08/16/2012 **Fact** 

\*\* Signature of Reporting Person

Date

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

- $^{\star}$  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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.