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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hours per response:	0.5								

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

1. Name and Address of Reporting Person* HENDERSON WILLIAM J							2. Issuer Name and Ticker or Trading Symbol COMSCORE, INC. [SCOR]								Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
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(Fir		3. Date of Earliest Transaction (Month/Day/Year)																	
•	05/	05/14/2014																	
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	4. 17	4. If Amendment, Date of Original Filed (Month/Day/Year)									Line)								
· VA	. 2	20190													, ,				
															orm filed by More than One Reporting erson				
(City) (State) (Zip)																			
	Tabl	e I - Nor	า-Deriva	ative	Sec	curitie	es Ac	quired,	Dis	posed o	f, or	Bene	eficia	lly Ow	ned				
Date						Execution Date, if any			Transaction Disposed Of (D) (Instr. 3, Code (Instr. 5)			(A) or 3, 4 an	nd Secu Bend Own	rities eficially ed Following	Form: [(D) or li	Direct ndirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code	v	Amount	(A (D) or)	Price	Tran	saction(s)			(
Stock	/2014	2014		S		8,049		D	\$31.	.29	52,530	П)						
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																			
ve Conversion or Exercise Price of Derivative Security Conversion of Execution Date, if any (Month/Day/Year) Security			Transa Code (8)	ransaction of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expiration			Amoun or Numbe of		ount nber		derivative Securities Beneficially Owned Following Reported	Owi Fori Dire or Ii (I) (I	n: ct (D) ndirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
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Explanation of Responses:

Remarks:

/s/ Christiana Lin, Attorney-in-05/15/2014

<u>Fact</u>

** Signature of Reporting Person

Date

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

- * 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.