

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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 * <u>Matta Serge</u> (Last) (First) (Middle) <u>C/O COMSCORE, INC.</u> <u>11950 DEMOCRACY DRIVE, 6TH FLOOR</u> (Street) <u>RESTON VA 20190</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>COMSCORE, INC. [SCOR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President & CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/08/2015</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/08/2015		M		13,686 ⁽¹⁾	A	\$0	95,033	D	
Common Stock	03/08/2015		F		6,531 ⁽²⁾	D	\$49.45	88,502	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Restricted Stock Units	\$0.0	03/08/2015		M			13,686	(1)	11/07/2017	Common Stock	13,686	\$0	59,591	D	

Explanation of Responses:

- 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, 68,401 shares, 13,686 shares, 31,091 shares, 28,500 shares, if the average daily closing price of the Company's common stock on the 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 8, 2015, upon which date the reported closing price of the Company's common stock price exceeded an average of \$50 for the preceding 30 calendar days.
- These shares were deducted to cover tax withholding obligations associated with the restricted stock award vesting on March 8, 2015.

Remarks:

/s/ Christiana Lin, Attorney-in-Fact 03/09/2015

** 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.

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