

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Meierhoefer Cameron</u>			2. Issuer Name and Ticker or Trading Symbol <u>COMSCORE, INC. [SCOR]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Operating Officer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/18/2015</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person			
<u>C/O COMSCORE, INC.</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
<u>11950 DEMOCRACY DRIVE, 6TH FLOOR</u>									
(Street)	(City)	(State)	(Zip)						
<u>RESTON</u>	<u>VA</u>	<u>20190</u>							
(City)	(State)	(Zip)							

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	02/18/2015		M		2,475 ⁽¹⁾	A	\$0	46,332	D	
Common Stock	02/18/2015		M		2,475 ⁽¹⁾	A	\$0	48,807	D	
Common Stock	02/18/2015		M		8,333 ⁽²⁾	A	\$0	57,140	D	
Common Stock	02/18/2015		M		6,277 ⁽³⁾	A	\$0	63,417	D	
Common Stock	02/18/2015		F		9,223 ⁽⁴⁾	D	\$51.81	54,194	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						Title
Restricted Stock Units	\$0.0	02/18/2015		M			2,475	(1)	02/18/2017	Common Stock	2,475	\$0	12,525	D	
Restricted Stock Units	\$0.0	02/18/2015		M			2,475	(1)	02/18/2017	Common Stock	2,475	\$0	10,050	D	
Restricted Stock Unit	\$0.0	02/18/2015		M			8,333	(2)	02/18/2016	Common Stock	8,333	\$0	8,334	D	
Restricted Stock Units	\$0.0	02/18/2015		M			6,277	(3)	02/18/2016	Common Stock	6,277	\$0	6,278	D	

Explanation of Responses:

- The Compensation Committee of the Company's Board of Directors approved a one-time promotion award of 15,000 shares. 50% of this promotion award (or 7,500 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 2,475 shares subject to immediately vest at the time of award, 2,475 shares to vest on February 18, 2016, and 2,550 shares to vest on February 18, 2017. The remaining 50% of this promotion award (or 7,500 shares) will vest in three equal installments on February 18, 2015, 2016, and 2017. In each case, the vesting will be subject to Mr. Meierhoefer's continuation as a service provider to the Company.
- 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.
- Granted pursuant to the terms of comScore, Inc. 2007 Equity Incentive Plan. 6277 shares will vest on February 18, 2015, and 6278 shares will vest on February 18, 2016, provided that the recipient continues to provide services through each such date.
- These shares were deducted in order to cover tax withholding obligations associated with the restricted stock vestings on February 18, 2015.

Remarks:

/s/ Christiana Lin, Attorney-in-Fact 02/20/2015

** 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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