| SEC Form 4 | |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

|) | Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See |
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| | Instruction 1(b). |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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|---|-----------------------------------|----------------|---|------------------------|---|---|
| 1. Name and Addres <u>Meierhoefer</u> | ss of Reporting Person Cameron | n* | 2. Issuer Name and Ticker or Trading Symbol <u>COMSCORE, INC.</u> [SCOR] | | tionship of Reporting Po all applicable) Director Officer (give title | erson(s) to Issuer 10% Owner Other (specify |
| (Last) (First) (Middle) C/O COMSCORE, INC. 11950 DEMOCRACY DRIVE, 6TH FLOOR | | ` , | 3. Date of Earliest Transaction (Month/Day/Year) 11/02/2015 | | below) Chief Operatir | below) ng Officer |
| (Street) RESTON (City) | VA (State) | 20190 (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | ridual or Joint/Group Fili Form filed by One Re Form filed by More th Person | eporting 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) | Transaction Code (Instr. | | | | | 5. Amount of Securities Beneficially Owned Following Reported | (D) or Indirect | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--|---|-----------------------------|---|----------|---------------|---------|---|-----------------|---|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (1151114) |
| Common Stock | 11/02/2015 | | S | | 1,200(1) | D | \$42.98 | 43,487 | 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. Transa Code (8) | | | | 6. Date Exerc Expiration Da (Month/Day/Y | 7. Title Amour Securi Under Deriva Securi and 4) | nt of ties lying tive ty (Instr. 3 | 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 | Amount or Number of Shares | | | | |

Explanation of Responses:

1. Shares disposed of pursuant to a 10b5-1 plan entered into in June, 2014.

Remarks:

/s/ Christiana Lin, Attorney-in-11/03/2015 Fact

** 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.