| 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 Instruction 1(b) |
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| Instruction 1(b). |
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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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| | hours per response: | 0.5 |
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| 1. Nume and Address of Reporting reison | | | 2. Issuer Name and Ticker or Trading Symbol <u>COMSCORE, INC.</u> [SCOR] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|--|--|----------|---|---|--|-----------------------------|--|--|--|
| Brown Michael Andrew (Last) (First) (Middle) 11950 DEMOCRACY DRIVE SUITE 600 (Street) RESTON VA 20190 (City) (State) (Zip) | | | | x | Director Officer (give title | 10% Owner Other (specify | | | |
| | | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 09/14/2015 | | below) Chief Technolog | below) Officer | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | ridual or Joint/Group Filing Form filed by One Rep Form filed by More than Person | orting 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 | | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--|---|-----------------------------|---|--------|---------------|---------|---|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (1130.4) |
| Common Stock | 09/14/2015 | | S | | 400(1) | D | \$49.09 | 26,035 | 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) | | of Ex | | 6. Date Exerc Expiration Da (Month/Day/Y | 7. Title Amouri Securi Underl 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 August, 2014.

Remarks:

/s/ Christiana Lin, Attorney-in-09/15/2015

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.