SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person[*] REILLY PAUL J	2. Issuer Name **and** Ticker or Trading Symbol COMSCORE, INC. [SCOR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) C/O COMSCORE, INC. 11950 DEMOCRACY DRIVE STE 600	3. Date of Earliest Transaction (Month/Day/Year) 06/10/2019	X Director 10% Owner Officer (give title below) Other (specify below)
(Street) RESTON VA 20190 (City) (State) (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting 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)	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	06/10/2019		M		11,390	A	$0[(1)]	17,630	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	Amount or Number of Shares				
Restricted Stock Units	$0.0[(1)]	06/10/2019		M			11,390	[(2)]	[(2)]	Common Stock	11,390	$0	0	D	

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.

2. This restricted stock unit award was granted on 7/2/2018 pursuant to the terms of the comScore, Inc. 2018 Equity and Incentive Compensation Plan. This award vested in full on 6/10/2019, the date of the Company's 2019 annual meeting of stockholders. Vested units will be delivered in shares of common stock upon a separation from service or a change in control of the Company, as set forth in the applicable award notice.

Remarks:

/s/ Carol DiBattiste, Attorney-in-Fact   06/12/2019

** Signature of Reporting Person   Date