

**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
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1. Name and Address of Reporting Person* <u>Brown Michael Andrew</u>  (Last) (First) (Middle) 11950 DEMOCRACY DRIVE SUITE 600  (Street) RESTON VA 20190  (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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Technology Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2015	
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	03/16/2015		S		400 <sup>(1)</sup>	D	\$49.74	35,805	D	
Common Stock	03/15/2015		F		6,712 <sup>(2)</sup>	D	\$49.75	29,093	D	
Common Stock	03/15/2015		M		2,256 <sup>(3)</sup>	A	\$0	31,349	D	
Common Stock	03/15/2015		M		1,674 <sup>(4)</sup>	A	\$0	33,023	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
Common Stock	\$0.0	03/15/2015		M		2,256	(3)	03/15/2016		Common Stock	2,256	\$0	2,256	D	
Restricted Stock Unit	\$0.0	03/15/2015		M		1,674	(4)	03/15/2016		Common Stock	1,674	\$0	1,674	D	

**Explanation of Responses:**

- Shares disposed of pursuant to a 10b5-1 plan entered into in August, 2014.
- These shares were deducted to cover tax withholding obligations associated with the restricted stock award vesting on March 15, 2015.
- Granted pursuant to terms of comScore, Inc. 2007 Equity Incentive Plan. One third (1/3) to vest each year beginning on the first anniversary of the Grant Effective Date 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 terms of comScore, Inc. 2007 Equity Incentive Plan. One half (1/2) to vest each year beginning on the first anniversary of the Grant Effective Date 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.

**Remarks:**

/s/ Christiana Lin, Attorney-in-Fact 03/17/2015

\*\* 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.

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.