

**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 * <b>FULGONI GIAN</b>  (Last) (First) (Middle) <b>C/O COMSCORE, INC.</b> <b>11950 DEMOCRACY DRIVE 6TH FLOOR</b>  (Street) <b>RESTON VA 20190</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>COMSCORE, INC. [ SCOR ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman Emeritus</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>02/18/2015</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	02/18/2015		M		8,333 <sup>(1)</sup>	A	\$0	172,712	D	
Common Stock	02/18/2015		M		11,509 <sup>(2)</sup>	A	\$0	184,221	D	
Common Stock	02/18/2015		F		8,054 <sup>(3)</sup>	D	\$51.81	176,167	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		8,333	(1)	02/18/2016		Common Stock	8,333	\$0	16,666	D	
Restricted Stock Unit	\$0.0	02/18/2015		M		11,509	(2)	02/19/2016		Common Stock	11,509	\$0	11,509	D	

**Explanation of Responses:**

- 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. 11,509 shares to vest on February 18, 2015, and 11,509 shares to vest on February 18, 2016, provided that the recipient continues to provide services to the Company 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.

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.