

COMSCORE, INC.
Form 4
August 25, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Matta Serge

(Last) (First) (Middle)

C/O COMSCORE, INC., 11950
DEMOCRACY DRIVE, 6TH
FLOOR

(Street)

RESTON, VA 20190

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
COMSCORE, INC. [SCOR]

3. Date of Earliest Transaction
(Month/Day/Year)
08/21/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				Code	V	Amount or Price			
Common Stock	08/21/2015		M		417 ⁽¹⁾	A \$ 4.5	89,161	D	
Common Stock	08/21/2015		S		27,200 ⁽²⁾	D \$ 56.7904 ⁽³⁾	61,961	D	
Common Stock	08/21/2015		S		13,900 ⁽²⁾	D \$ 57.7395 ⁽⁴⁾	48,061	D	
Common Stock	08/21/2015		S		10,900 ⁽²⁾	D \$ 58.9372	37,161	D	

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(5)

Common Stock	08/23/2015	M	28,500 (6)	A	\$ 0	65,661	D
Common Stock	08/23/2015	F	13,594 (7)	D	\$ 56.5	52,067	D
Common Stock	08/24/2015	S	20,960 (2)	D	\$ 56.0007 (8)	31,107	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option Right To Buy	\$ 4.5	08/21/2015		M	417 (1)	12/28/2005	12/27/2015	Common Stock	417
Restricted Stock Units	\$ 0	08/23/2015		M	28,500	(6)	11/07/2017	Common Stock	28,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Matta Serge C/O COMSCORE, INC. 11950 DEMOCRACY DRIVE, 6TH FLOOR RESTON, VA 20190	X		President & CEO	

Signatures

/s/ Christiana Lin,
Attorney-in-Fact

08/25/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Shares exercised pursuant to a 10b5-1 plan entered into in May 2015.

(2) Shares disposed of pursuant to a 10b5-1 plan entered into in May 2015.

(3) Price reflects the weighted average sale price. Shares were sold at prices ranging from \$56.39 to \$57.36. The filer undertakes to provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate stock price.

(4) Price reflects the weighted average sale price. Shares were sold at prices ranging from \$57.41 to \$58.36. The filer undertakes to provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate stock price.

(5) Price reflects the weighted average sale price. Shares were sold at prices ranging from \$58.44 to \$59.40. The filer undertakes to provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate stock price.

(6) Granted on November 7, 2014 pursuant to terms of comScore, Inc. 2007 Equity Incentive Plan. The total award will be earned, if at all, in four increments as follows, 68,401 shares, 13,686 shares, 31,091 shares, 28,500 shares, if the average daily closing price of the Company's common stock on the NASDAQ Global Market during any consecutive thirty-day period exceeds \$48.00, \$50.00, \$55.00, and \$60.00, respectively. This amount reflects the vesting of restricted stock (RSU) that vested on August 23, 2015, upon which date the reported closing price of the Company's common stock price exceeded an average of \$60 for the preceding 30 calendar days.

(7) These shares were deducted to cover tax withholding obligations associated with the restricted stock award vesting on August 23, 2015.

(8) Price reflects the weighted average sale price. Shares were sold at prices ranging from \$56.00 to \$56.02. The filer undertakes to provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate stock price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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