

COMSCORE, INC.
Form 4
February 20, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
FULGONI GIAN

(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)
02/18/2015

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)
Chairman Emeritus

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/18/2015 | | M | | 8,333 (1) | A | \$ 0 172,712 D |
| Common Stock | 02/18/2015 | | M | | 11,509 (2) | A | \$ 0 184,221 D |
| Common Stock | 02/18/2015 | | F | | 8,054 (3) | D | \$ 51.81 176,167 D |

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

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Units | \$ 0 | 02/18/2015 | | M | 8,333 | ⁽¹⁾ 02/18/2016 | Common Stock | 8,333 |
| Restricted Stock Unit | \$ 0 | 02/18/2015 | | M | 11,509 | ⁽²⁾ 02/19/2016 | Common Stock | 11,509 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FULGONI GIAN C/O COMSCORE, INC. 11950 DEMOCRACY DRIVE 6TH FLOOR RESTON, VA 20190 | X | | Chairman Emeritus | |

Signatures

/s/ Christiana Lin,
Attorney-in-Fact

02/20/2015

**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).

- 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.
- (1) 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.
 - (2) 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.
 - (3) These shares were deducted in order to cover tax withholding obligations associated with the restricted stock vestings on February 18, 2015.

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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