NORMAN ROBERT D

Form 4 July 03, 2018

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction 1(b).

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)

(Last)

1. Name and Address of Reporting Person * NORMAN ROBERT D

(Middle)

(First) C/O COMSCORE, INC., 11950

DEMOCRACY DRIVE STE 600

(Street)

RESTON, VA 20190

2. Issuer Name and Ticker or Trading Symbol

COMSCORE, INC. [SCOR]

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

07/02/2018

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

X_ Director 10% Owner Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

3. Code

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

(A) Transaction(s) or

5. Amount of Securities Beneficially Owned Following Reported

(Instr. 3 and 4)

Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

6. Ownership

7. Nature of Indirect Ownership

(Instr. 4)

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 Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. 1 Underlying Securities (Instr. 3 and 4)

De

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.		Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of					(I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 (1)	07/02/2018		A		11,390		(2)	(2)	Common Stock	11,390	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

NORMAN ROBERT D C/O COMSCORE, INC. 11950 DEMOCRACY DRIVE STE 600 RESTON, VA 20190

X

Signatures

/s/ Carol DiBattiste, Attorney-in-Fact

07/03/2018

**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) Each restricted stock unit represents a contingent right to receive one share of the Company's Common Stock.
 - This restricted stock unit award was granted pursuant to the terms of the comScore, Inc. 2018 Equity and Incentive Compensation Plan. This award will vest in full on the earliest of (i) June 30, 2019, (ii) the date of the Company's 2019 annual meeting of stockholders, and
- (2) (iii) the date of a change in control of the Company, subject in each case to the reporter's continued status as a member of the Company's Board of Directors on the vesting date. 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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