

DiBattiste Carol A
Form 4
March 05, 2019

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DiBattiste Carol A

(Last) (First) (Middle)

11950 DEMOCRACY DR., STE.
600

(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)

03/01/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

See Remarks

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock	03/01/2019		M	12,376 A	\$ 0 ⁽¹⁾ 31,710	D	
Common Stock	03/01/2019		M	8,251 A	\$ 0 ⁽¹⁾ 39,961	D	
Common Stock	03/04/2019		F	3,725 ⁽²⁾ D	\$ 23.09 36,236	D	
Common Stock	03/04/2019		F	2,483 ⁽²⁾ D	\$ 23.09 33,753	D	

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

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(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)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽¹⁾	03/01/2019		M		12,376		⁽³⁾	⁽³⁾	Common Stock	12,376
Restricted Stock Units	\$ 0 ⁽¹⁾	03/01/2019		M		8,251		⁽⁴⁾	⁽⁴⁾	Common Stock	8,251

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DiBattiste Carol A 11950 DEMOCRACY DR. STE. 600 RESTON, VA 20190			See Remarks	

Signatures

/s/ Carol DiBattiste,
Attorney-in-Fact

03/05/2019

 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.

(2) These shares were withheld to fulfill tax withholding obligations associated with the vesting of restricted stock units on 3/1/2019 and their distribution on 3/4/2019. This was not an open market sale.

(3)

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This restricted stock unit award was granted pursuant to the terms of the comScore, Inc. 2018 Equity and Incentive Compensation Plan. This award vests in two equal annual installments beginning on March 1, 2019, subject to the reporter's continued service with the Company on each vesting date.

This restricted stock unit award was granted pursuant to the terms of the comScore, Inc. 2018 Equity and Incentive Compensation Plan.

- (4) This award vests in three equal annual installments beginning on March 1, 2019, subject to the reporter's continued service with the Company on each vesting date.

Remarks:

General Counsel & Chief Compliance, Privacy and People Officer

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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