COMSCORE, INC.

Form 4 May 06, 2014

FORM 4

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

OMB 3235-0287 Number:

Estimated average

Check this box if no longer subject to

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

January 31, Expires: 2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

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

burden hours per response... 0.5

to

of

Ownership

(Instr. 4)

1(b).

(Print or Type Responses)

Lin Christiana L	2. Issuer Name and Ticker or Trading Symbol COMSCORE, INC. [SCOR]	Check all applicable) Check all applicable) Director X Officer (give title Other (specify below) General Counsel			
(Last) (First) (Middle) C/O COMSCORE, INC., 11950 DEMOCRACY DRIVE, 6TH FLOOR	3. Date of Earliest Transaction (Month/Day/Year) 05/05/2014				
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)			

RESTON, V	VA 20190		X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State)	(Zip) Tak	ole I - Non-I	Derivative Securities Acq	uired, Disposed of	f, or Beneficial	ly Owned		
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature o		
Security	(Month/Day/Year)	Execution Date, if	Transaction	on(A) or Disposed of (D)	Securities	Form: Direct	Indirect		
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial		

		(Month/Day/Year)	(Instr.	8)				Owned	Indirect (I)
								Following	(Instr. 4)
						(4)		Reported	
						(A)		Transaction(s)	
			Code	v	Amount	or (D)	Price	(Instr. 3 and 4)	
Common Stock	05/05/2014		S		1,200 (1)	D	\$ 31.71	70,517	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)

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title Amoun Underly Securiti (Instr. 3	t of ying es	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Lin Christiana L C/O COMSCORE, INC. 11950 DEMOCRACY DRIVE, 6TH FLOOR RESTON, VA 20190

General Counsel

Signatures

/s/ Christiana Lin 05/06/2014

**Signature of Date
Reporting Person

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 disposed of pursuant to a 10b5-1 plan entered into in May 2013

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. 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)Includes 2,380.6927 shares held in 401(k) retirement account, and 6,300 restricted stock awards.

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