

COMSCORE, INC.

Form 4

May 13, 2015

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 *
Wesley Melvin III

(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)
05/11/2015

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)

Chief Financial Officer

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 Ownership (Instr. 4)
Common Stock	05/11/2015		S	1,647	D \$ 51.103 77 (1)	D	
Common Stock	05/11/2015		M	24,375 (2)	A \$ 42.92 24,452	D	
Common Stock	05/11/2015		S	24,375	D \$ 51.171 77 (3)	D	
Common Stock	05/12/2015		M	660 (2)	A \$ 42.92 737	D	
	05/11/2015		S	660	D \$ 51.65 77	D	

Common
Stock

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)	8. Amount or Number of Shares
Stock Options	\$ 42.92	05/11/2015		M	24,375 (2)	(2) 11/07/2024	Common Stock	24,375
Stock Options	\$ 42.92	05/12/2015		M	660	(2) 11/07/2024	Common Stock	660

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Wesley Melvin III 11950 DEMOCRACY DR. STE. 600 RESTON, VA 20190	Chief Financial Officer

Signatures

/s/ Christiana Lin,
Attorney-in-Fact 05/13/2015

__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).

Price reflects the weighted average sale price. Shares were sold at prices ranging from \$51.05 to \$51.18. The filer undertakes to provide
(1) 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.

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Stock Options granted pursuant to terms of comScore, Inc. 2007 Equity Incentive Plan. The option becomes exercisable, if at all, in four increments as follows, 144,426 shares, 21,883 shares, 30,636 shares, 21,883 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. The option with respect to 144,426 shares became exercisable on February 27, 2015, and with respect to 21,883 shares on March 8, 2015.

- (2)
- Price reflects the weighted average sale price. Shares were sold at prices ranging from \$51.15 to \$51.25. The filer undertakes to provide
- (3) 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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