

COMSCORE, INC.

Form 4

February 12, 2014

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Abraham Magid M

(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)
02/11/2014

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 ____ Other (specify
below) below)
President & CEO

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)
			Code	V	Amount (1) or (D) Price		
Common Stock	02/18/2014		M		65,250 (1) A \$ 0	294,633	D
Common Stock	02/11/2014		S		15,000 (2) D \$ 30.0346	78,138	I By Wife

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

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SEC 1474
(9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	\$ 0	02/18/2014		C	62,250	<u>(1)</u> 03/30/2014	Common Stock 62,250
Restricted Stock Units	\$ 0	02/18/2014		D	31,417	<u>(1)</u> 03/30/2014	Common Stock 31,417

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Abraham Magid M
C/O COMSCORE, INC.
11950 DEMOCRACY DRIVE, 6TH FLOOR
RESTON, VA 20190

President & CEO

Signatures

/s/ Christiana Lin,
Attorney-in-Fact 02/12/2014

__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) The Compensation Committee of the Board of Directors of comScore, Inc. (the "Company") awarded Dr. Abraham 580,000 shares of the Company's common stock in the form of restricted stock and restricted stock units (the "Performance Award") of which he is eligible to vest in upon achievement of revenue and adjusted EBITDA goals during 2012, 2013 and 2014. Revenue and adjusted EBITDA goals for 2013 and 2014 will be established during the first quarter of the applicable performance period. Assuming achievement of 100% of the target performance metrics in each case over a three-year period, Dr. Abraham would be eligible to vest in 290,000 total shares, and in any given year 96,666 shares. Assuming achievement of 200% of the target performance metrics in each case over a three-year period, the maximum number permitted under the arrangement, Dr. Abraham is eligible to vest in 580,000 total shares, and in any given year, 193,334 shares.

(2) 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.

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