

DiBattiste Carol A
Form 4
March 05, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol
COMSCORE, INC. [SCOR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
11950 DEMOCRACY DR., STE. 600

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2019

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

See Remarks

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

RESTON, VA 20190

(City) (State) (Zip)

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)
			Code	V	Amount or Price		
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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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.

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.