SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Tarpey Kenneth	COMSCORE, INC. [SCOR]	Director / 10% Owner / X Officer (give title below) / Other (specify below)

1. Name and Address of Reporting Person*

Tarpey Kenneth

(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)
03/15/2013

4. If Amendment, Date of Original Filed (Month/Day/Year)
03/19/2013

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/15/2013		A		2,524[(1)(2)]	A	$0	102,866	D	
Common Stock	03/15/2013		F		4,519[(2)(3)]	D	$17.34	98,347	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	$0	03/15/2013		A		2,524[(2)]		[(4)]	03/16/2015	Common Stock	2,524[(2)]	$0	2,524[(2)]	D	

Explanation of Responses:

1. 100% of this amount to vest immediately on March 15, 2013.

2. This figure is being amended to show the corrected amount of securities as they should have appeared.

3. These shares were deducted in order to cover tax withholding obligations associated with recent stock award vestings.

4. One half (1/2) to vest each year beginning on the first anniversary of the Grant Effective Date and annually thereafter on future anniversaries of the Vesting Commencement Date, provided that the recipient continues to provide services to the Company through each such date.

Remarks:

/s/ Christiana Lin, Attorney-in-Fact   03/22/2013

** Signature of Reporting Person   Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.