

Lin Christiana L
 Form 4
 March 19, 2013

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 *
 Lin Christiana L

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)
 C/O COMSCORE, INC., 11950
 DEMOCRACY DRIVE, 6TH
 FLOOR

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/15/2013

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 General Counsel

(Street)
 RESTON, VA 20190

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

(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	03/15/2013		A		7,256 <u>(1)</u>	A	\$ 0 87,767 D
Common Stock	03/15/2013		F		5,015 <u>(2)</u>	D	\$ 17.34 82,752 D

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

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 (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)	8. Amount or Number of Shares
Restricted Stock Unit	\$ 0	03/15/2013		A	7,256	(3) 03/16/2015	Common Stock	7,256

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 03/19/2013

**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) 100% of this amount to vest immediately on March 15, 2013.
- (2) These shares were deducted in order to cover tax withholding obligations associated with recent stock award vestings.
- (3) 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.

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.