

Abraham Magid M
Form 4
February 22, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Abraham Magid M

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 DRIVE, 6TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
02/18/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 02/18/2010 | | A | | 53,228 (1) \$ 15.17 949,140 | D | |
| Common Stock | 02/18/2010 | | F | | 15,225 D \$ 15.17 933,915 | D | |
| Common Stock | 02/18/2010 | | A | | 30,000 (2) A \$ 15.17 97,770 | I | By Wife |
| Common Stock | 02/18/2010 | | A | | 9,256 (1) A \$ 15.17 107,026 | I | By Wife |
| Common Stock | 02/18/2010 | | F | | 2,791 D \$ 15.17 104,235 | I | By Wife |

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- (1) 25% to Shares of the Restricted Stock shall vest immediately, the remainder shall vest in equal yearly installments over a three (3) year period on each anniversary following the date of the grant
- (2) 25% of the Shares of Restricted Stock shall vest in equal yearly installments over a four (4) year period on each anniversary following the date of the grant.
- (3) Reporting person and spouse disclaim beneficial ownership of the such shares except to the extent of their respective pecuniary interest.
- (4) Shares disposed of pursuant to a 10b5-1 plan entered into in August 2009.

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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