

FULGONI GIAN

Form 4/A

April 15, 2009

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FULGONI GIAN

(Last) (First) (Middle)

11950 DEMOCRACY
DRIVE, SUITE 600

(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)
04/15/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)
02/19/2009

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Exec Chairman of Board

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Ownership (Instr. 4)
Common Stock	02/18/2009		A	(A) or (D) Amount (1) 9,097	\$ 0	1,004,739	D
Common Stock	02/18/2009		A	(2) 5,240	\$ 0	1,009,979	D
Common Stock	02/18/2009		A	(3) 48,030	\$ 0	1,058,009	D
Common Stock	02/18/2009		F	(4) 2,846	\$ 7.97	1,055,163	D
Common Stock	02/18/2009		F	(4) 2,679	\$ 7.97	1,052,484	D

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

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(9-02)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FULGONI GIAN 11950 DEMOCRACY DRIVE SUITE 600 RESTON, VA 20190	X Exec Chairman of Board

Signatures

/s/ Christiana L. Lin, Attorney
in Fact

04/15/2009

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).

This Form 4/A amends and restated in its entirety that Form 4 originally filed on behalf of Gian M. Fulgoni on February 19, 2009. Certain

- (1) amounts with respect to the restricted stock awards to Gian M. Fulgoni above required adjustment due to a clerical error in the calculation of the number of shares subject to a right of repurchase by comScore, Inc.
- (2) Shares awarded in this line item are subject to a right of repurchase by comScore, Inc. that will lapse fully on February 19, 2010.
- (3) Shares awarded in this line item are subject to a right of repurchase by comScore, Inc. The right of repurchase shall lapse annually as to 25% of the total number of shares indicated beginning on February 19, 2010 and each year thereafter on February 19.
- (4) Shares disposed in this line item represent shares returned to comScore for tax withholding on the vesting of equity awards granted.

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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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