

Abraham Magid M  
Form 4  
February 22, 2010

**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 \*  
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

Common Stock						581,876 <sup>(3)</sup>	I	By Abraham Family Trust
Common Stock	02/22/2010		S	3,000 <u>(4)</u>	D	\$ 15.4012	930,915	D

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

**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 control number.**

SEC 1474  
(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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Abraham Magid M 11950 DEMOCRACY DRIVE, 6TH FLOOR RESTON, VA 20190	X		President & CEO	

## Signatures

/s/ Christiana L. Lin,  
Attorney-in-fact

02/22/2010

\*\*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).

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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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