

Abraham Magid M
Form 4
February 19, 2009

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 DR., SUITE 600

3. Date of Earliest Transaction (Month/Day/Year)
02/18/2009

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

(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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	02/18/2009		M		150,000	A	\$ 0.25	
Common Stock	02/18/2009		A		16,148 ⁽²⁾	A	\$ 0	
Common Stock	02/18/2009		A		72,137 ⁽³⁾	A	\$ 0	
Common Stock	02/18/2009		F		4,091	D	\$ 7.97	
Common Stock	02/18/2009		A		3,476 ⁽²⁾	A	\$ 0	
							30,546	
							I	By Wife

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Common Stock	02/18/2009	A	9,410 ⁽³⁾	A	\$ 0	39,956	I	By Wife
Common Stock	02/18/2009	F	1,003	D	\$ 7.97	38,953	I	By Wife
Common Stock						581,876 ⁽⁴⁾	I	By Abraham Family Trust

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Incentive Stock Option Common Stock	\$ 0.25	02/18/2009		M	150,000	⁽¹⁾ 10/15/2013	Common Stock 150,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Abraham Magid M 11950 DEMOCRACY DR. SUITE 600 RESTON, VA 20190	X		President and CEO	

Signatures

/s/ Christiana L. Lin, Attorney
in Fact

02/19/2009

**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).

(1) Option Grant became fully vested on 10/24/07.

(2) 100% of the Restricted Stock Grant shall vest immediately.

(3) 25% of the Shares of Restricted Stock shall vest in equal yearly installments over a four (4) year period on each anniversary date of the grant.

(4) Reporting person and spouse disclaim beneficial ownership of such shares except to the extent of their respective pecuniary interest.

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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