

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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1. Name and Address of Reporting Person* ACCEL VII LP			2. Issuer Name and Ticker or Trading Symbol COMSCORE, INC. [SCOR]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/02/2007			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> <input checked="" type="checkbox"/> Form filed by More than One Reporting Person			
C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	(City)	(State)	(Zip)						
PALO ALTO	CA	94301							
(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	07/02/2007		C		777,549 ⁽¹⁾	A	(9)	777,549	D ⁽²⁾	
Common Stock	07/02/2007		C		144,378 ⁽³⁾	A	(9)	921,927	D ⁽²⁾	
Common Stock	07/02/2007		C		582,400 ⁽⁴⁾	A	(9)	1,504,327	D ⁽²⁾	
Common Stock	07/02/2007		C		909,953 ⁽⁵⁾	A	(9)	2,414,280	D ⁽²⁾	
Common Stock	07/02/2007		C		1,883,002 ⁽⁶⁾	A	(9)	4,297,282	D ⁽²⁾	
Common Stock	07/02/2007		C		194,387 ⁽¹⁾	A	(9)	194,387	I ⁽⁷⁾	Held by Accel Internet Fund III L.P.
Common Stock	07/02/2007		C		36,095 ⁽³⁾	A	(9)	230,482	I ⁽⁷⁾	Held by Accel Internet Fund III L.P.
Common Stock	07/02/2007		C		145,600 ⁽⁴⁾	A	(9)	376,082	I ⁽⁷⁾	Held by Accel Internet Fund III L.P.
Common Stock	07/02/2007		C		227,488 ⁽⁵⁾	A	(9)	603,570	I ⁽⁷⁾	Held by Accel Internet Fund III L.P.
Common Stock	07/02/2007		C		470,751 ⁽⁶⁾	A	(9)	1,074,321	I ⁽⁷⁾	Held by Accel Internet Fund III L.P.
Common Stock	07/02/2007		C		96,125 ⁽¹⁾	A	(9)	96,125	I ⁽⁸⁾	Held by Accel Investors '99 L.P.
Common Stock	07/02/2007		C		17,848 ⁽³⁾	A	(9)	113,973	I ⁽⁸⁾	Held by Accel Investors '99 L.P.
Common Stock	07/02/2007		C		72,000 ⁽⁴⁾	A	(9)	185,973	I ⁽⁸⁾	Held by Accel Investors '99 L.P.

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	07/02/2007		C		112,494 ⁽⁵⁾	A	(9)	298,467	I ⁽⁸⁾	Held by Accel Investors '99 L.P.
Common Stock	07/02/2007		C		232,789 ⁽⁶⁾	A	(9)	531,256	I ⁽⁸⁾	Held by Accel Investors '99 L.P.

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Preferred Stock	(9)	07/02/2007		C			668,693	(9)	(9)	Common Stock	777,549	\$0	0	D	
Series B Preferred Stock	(9)	07/02/2007		C			72,779	(9)	(9)	Common Stock	144,378	\$0	0	D	
Series C Preferred Stock	(9)	07/02/2007		C			384,982	(9)	(9)	Common Stock	582,400	\$0	0	D	
Series D Preferred Stock	(9)	07/02/2007		C			809,207	(9)	(9)	Common Stock	909,953	\$0	0	D	
Series E Preferred Stock	(9)	07/02/2007		C			1,883,002	(9)	(9)	Common Stock	1,883,002	\$0	0	D	
Series A Preferred Stock	(9)	07/02/2007		C			167,174	(9)	(9)	Common Stock	194,387	\$0	0	I ⁽⁷⁾	Held by Accel Internet Fund III L.P.
Series B Preferred Stock	(9)	07/02/2007		C			18,196	(9)	(9)	Common Stock	36,095	\$0	0	I ⁽⁷⁾	Held by Accel Internet Fund III L.P.
Series C Preferred Stock	(9)	07/02/2007		C			96,246	(9)	(9)	Common Stock	145,600	\$0	0	I ⁽⁷⁾	Held by Accel Internet Fund III L.P.
Series D Preferred Stock	(9)	07/02/2007		C			202,302	(9)	(9)	Common Stock	227,488	\$0	0	I ⁽⁷⁾	Held by Accel Internet Fund III L.P.
Series E Preferred Stock	(9)	07/02/2007		C			470,751	(9)	(9)	Common Stock	470,751	\$0	0	I ⁽⁷⁾	Held by Accel Internet Fund III L.P.
Series A Preferred Stock	(9)	07/02/2007		C			82,669	(9)	(9)	Common Stock	96,125	\$0	0	I ⁽⁸⁾	Held by Accel Investors '99 L.P.
Series B Preferred Stock	(9)	07/02/2007		C			8,998	(9)	(9)	Common Stock	17,848	\$0	0	I ⁽⁸⁾	Held by Accel Investors '99 L.P.
Series C Preferred Stock	(9)	07/02/2007		C			47,594	(9)	(9)	Common Stock	72,000	\$0	0	I ⁽⁸⁾	Held by Accel Investors '99 L.P.
Series D Preferred Stock	(9)	07/02/2007		C			100,040	(9)	(9)	Common Stock	112,494	\$0	0	I ⁽⁸⁾	Held by Accel Investors '99 L.P.
Series E Preferred Stock	(9)	07/02/2007		C			232,789	(9)	(9)	Common Stock	232,789	\$0	0	I ⁽⁸⁾	Held by Accel Investors '99 L.P.

1. Name and Address of Reporting Person*

[ACCEL VIII LP](#)

(Last) (First) (Middle)

C/O ACCEL PARTNERS
428 UNIVERSITY AVENUE

(Street)
PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ACCEL VII ASSOCIATES LLC](#)

(Last) (First) (Middle)

C/O ACCEL PARTNERS
428 UNIVERSITY AVENUE

(Street)
PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ACCEL INTERNET FUND III LP](#)

(Last) (First) (Middle)

C/O ACCEL PARTNERS
428 UNIVERSITY AVENUE

(Street)
PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ACCEL INTERNET FUND III ASSOCIATES
LLC](#)

(Last) (First) (Middle)

C/O ACCEL PARTNERS
428 UNIVERSITY AVENUE

(Street)
PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ACCEL INVESTORS 99 LP](#)

(Last) (First) (Middle)

C/O ACCEL PARTNERS
428 UNIVERSITY AVENUE

(Street)
PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[PATTERSON ARTHUR C](#)

(Last) (First) (Middle)

C/O ACCEL PARTNERS
428 UNIVERSITY AVE

(Street)
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(City) (State) (Zip)

1. Name and Address of Reporting Person*

[BREYER JAMES](#)

(Last) (First) (Middle)
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(City) (State) (Zip)

1. Name and Address of Reporting Person*

SWARTZ JAMES R

(Last) (First) (Middle)
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428 UNIVERSITY AVENUE

(Street)
PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person*

WAGNER J PETER

(Last) (First) (Middle)
C/O ACCEL PARTNERS
428 UNIVERSITY AVENUE

(Street)
PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person*

GOUW RANZETTA THERESIA

(Last) (First) (Middle)
C/O ACCEL PARTNERS
428 UNIVERSITY AVENUE

(Street)
PALO ALTO CA 94301

(City) (State) (Zip)

Explanation of Responses:

1. Conversion of Preferred Series A to Common Stock.
2. Shares are directly owned by Accel VII L.P. Accel VII Associates L.L.C. is the General Partner of Accel VII L.P. and has the sole voting and investment power. James W. Breyer, Arthur C. Patterson, Theresia G. Ranzetta, James R. Swartz, and J. Peter Wagner are the Managing Members of Accel VII Associates L.L.C. and share such powers. Each such person disclaims beneficial ownership except to the extent of his pecuniary interest therein.
3. Conversion of Preferred Series B to Common Stock.
4. Conversion of Preferred Series C to Common Stock.
5. Conversion of Preferred Series D to Common Stock.
6. Conversion of Preferred Series E to Common Stock.
7. Shares are directly owned by Accel Internet Fund III L.P. Accel Internet Fund III Associates L.L.C. is the General Partner of Accel Internet Fund III L.P. and has the sole voting and investment power. James W. Breyer, Arthur C. Patterson, Theresia G. Ranzetta, James R. Swartz, and J. Peter Wagner are the Managing Members of Accel Internet Fund III Associates L.L.C. and share such powers. Each such person disclaims beneficial ownership except to the extent of his pecuniary interest therein.
8. Shares are directly owned by Accel Investors '99 L.P. James W. Breyer, Arthur C. Patterson, Theresia Gouw Ranzetta, James R. Swartz, and J. Peter Wagner are the General Partners of Accel Investors '99 L.P. and share such powers. Each such person disclaims beneficial ownership except to the extent of his pecuniary interest therein.
9. The convertible preferred stock converted into Issuer's common stock automatically upon a initial public offering and had no expiration date

Tracy L. Sedlock, as Attorney in
Fact for the Reporting Persons 07/02/2007

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.