FORM 4

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

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT O	F CHANGES	IN BEN	EFICIAL

OMB APPRO	VAL								
OMB Number:	3235-0287								
Estimated average burden									
hours per response:	0.5								

**OWNERSHIP** 

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

Name and Address of Reporting Person*     Abraham Magid M					2. Issuer Name <b>and</b> Ticker or Trading Symbol COMSCORE, INC. [ SCOR ]								(Che	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
													2	_					
`	,	Middle)			3. Date of Earliest Transaction (Month/Day/Year) 12/27/2010							- 2	X Officer (give title Other (spe- below) President & CEO						
11950 DEMOCRACY DRIVE, 6TH FLOOR																			
(Street)						4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)					
N VA	A 2	20190		_										Forr	Form filed by More than One Reporting				
(St	ate) (	Zip)												reis	5011				
	Tabl	e I - N	on-Deriv	ative	Sec	uritie	s Ac	quire	d, Di	sposed o	f, or I	3ene	iciall	y Own	ed				
Date		Date		Execution Date,		3. Transaction Code (Instr. 8)		Disposed Of (D) (Instr. 3, 4 a				Secur Bene Owne	ities icially d Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership				
								Code	v	Amount	(A) (D)	Pri	се	Trans	action(s)		(Instr. 4)		
Common Stock			12/27/2010		)		S		10,200(2)	D \$21		1.637	3 6	07,122	D				
Common Stock													58	31,876 <sup>(1)</sup>	I	By Abraham Family Trust			
Common Stock														1	12,972	I	By Wife		
Common Stock 12/27/20				2010			S		1,800(2)	D	\$2	2.000	005 605,322		D				
	Та	ble II												Owned					
				Transa Code (					tion D	ate Year)	Amou		Deri Seco (Inst	erivative ecurity nstr. 5)	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
	m Magid  (Fin MSCORE, I EMOCRACION VA  (St. Stock Stoc	m Magid M  (First) ( MSCORE, INC. EMOCRACY DRIVE, 6TH  VA 2  (State) (  Table Security (Instr. 3)  Stock  Stock  Stock  Conversion or Exercise Price of Derivative (Month/Day/Year)	Magid M  (First) (Middle)  MSCORE, INC.  EMOCRACY DRIVE, 6TH FLOO  VA 20190  (State) (Zip)  Table I - N  Security (Instr. 3)  Stock  Stock  Stock  Table II  2. Conversion or Exercise Price of Derivative (Month/Day/Year) (Month.)	Magid M  (First) (Middle)  MSCORE, INC.  EMOCRACY DRIVE, 6TH FLOOR  Table I - Non-Derive (Month/Da)  Stock  Stock  Stock  Table II - Derivate (e.g., pinch or Exercise Price of Derivative (Month/Day/Year)  2. (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Deemed Execution Date, if any (Month/Day/Year)	(First) (Middle)  (First) (Middle)  MSCORE, INC.  EMOCRACY DRIVE, 6TH FLOOR  (State) (Zip)  Table I - Non-Derivative  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock  Stock  12/27/2010  Table II - Derivative S (e.g., puts, of the pure of the	(First) (Middle)  (First) (Middle)  MSCORE, INC.  EMOCRACY DRIVE, 6TH FLOOR  Table I - Non-Derivative Sec  Gecurity (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock  12/27/2010  Table II - Derivative Secur (e.g., puts, calls, Conversion or Exercise Price of Derivative Derivative (Month/Day/Year)  2. Conversion or Exercise Price of Derivative (Month/Day/Year)  3. Date of 12/27/20  4. If Amen  2. Transaction Jate (Month/Day/Year)  3. Date of 12/27/2010  4. Transaction Code (Instr. 8)	Magid M  (First) (Middle)  MSCORE, INC.  EMOCRACY DRIVE, 6TH FLOOR  Table I - Non-Derivative Securitie  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock  12/27/2010  Table II - Derivative Securities (e.g., puts, calls, warrange of Derivative Security (Month/Day/Year)  2. Table II - Derivative Securities (e.g., puts, calls, warrange)  Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrange)  Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrange)  Month/Day/Year)  3. Transaction Date (month/Day/Year)  Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrange)  Month/Day/Year)  Month/Day/Year)  Month/Day/Year)  Month/Day/Year)	MSCORE, INC.  (First) (Middle)  (State) (Zip)  Table I - Non-Derivative Securities Ac Security (Instr. 3)  Stock  12/27/2010  Table II - Derivative Securities Acquee, g, puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquee, puts, calls, warrants, (Month/Day/Year)  2. Table II - Derivative Securities Acquee, puts, calls, warrants, (Month/Day/Year)  3. Transaction Date if any (Month/Day/Year)  Acquired Fransaction Code (Instr. 8)  3. Transaction Date if any (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date if any (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	(First) (Middle)  (First) (Middle)  (State) (Zip)  Table I - Non-Derivative Securities Acquired (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired (Month/Day/Year)  (Month/Day/Year)  (Stock 12/27/2010 S  Stock 12/27/2010 S  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, optic (e.g., puts, calls, warrants, optic (Month/Day/Year)  (Month/Day/Year)	(First) (Middle)  (First) (Middle)  (SCORE, INC.  EMOCRACY DRIVE, 6TH FLOOR  Table I - Non-Derivative Securities Acquired, Diate (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Diate (Month/Day/Year)  (Month/Day/Year)  Stock 12/27/2010 S  Table II - Derivative Securities Acquired, Diate (Month/Day/Year)  Stock 12/27/2010 S  Table II - Derivative Securities Acquired, Diate (e.g., puts, calls, warrants, options, of Exercise Price of Derivative Securities Acquired, Diate (e.g., puts, calls, warrants, options, of Exercise Price of Derivative Securities Acquired, Diate (honth/Day/Year)  3. Transaction Stock Stock 12/27/2010 S  Table II - Derivative Securities Acquired, Diate (e.g., puts, calls, warrants, options, of Exercise Price of Derivative Securities Acquired, Diate (honth/Day/Year)  3. Transaction Code (Instr. (Month/Day/Year) SA. Deemed Execution Date, if Month/Day/Year)  (Month/Day/Year) SA. Deemed Execution Date, if Month/Day/Year) SA. Deemed (A) or Disposed of (D) (Instr. 3, 4 and 5) Sanda San	(First) (Middle) MSCORE, INC. EMOCRACY DRIVE, 6TH FLOOR  Table I - Non-Derivative Securities Acquired, Disposed of Code (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  Stock  12/27/2010  Table II - Derivative Securities Acquired, Disposed of Code (Instr. 3)  Table II - Non-Derivative Securities Acquired, Disposed of Nonth/Day/Year)  Stock  12/27/2010  Stock  12/27/2010  Stock  12/27/2010  Stock  5. Number of Cardined, Disposed of (e.g., puts, calls, warrants, options, convertibe Securities Acquired, Disposed of (Month/Day/Year)  (Month/Day/Year)  Stock  12/27/2010  Stock  5. Number of Cardined, Disposed of Original Filed (Month/Day/Year)  Stock  5. Number of Cardined (Month/Day/Year)  (Month/Day/Year)  Stock  5. Number of Cardined (Month/Day/Year)  Security  Security  1. Transaction Code (Instr. 3)  1. Report of Code (Instr. 3)  3. Transaction Code (Instr. 3)  Stock  5. Number of Cardined (Month/Day/Year)  Securities Acquired (Month/Day/Year)  Security  Date Exercisable and Execution Date (Month/Day/Year)  (Month/Day/Year)  Security  Date Exercisable and Execution Date (Month/Day/Year)	(First) (Middle) MSCORE, INC. EMOCRACY DRIVE, 6TH FLOOR  Table I - Non-Derivative Securities Acquired, Disposed of, or Eacurity (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  Stock  12/27/2010  Stock  13/2010  Stock  13/2010  Stock  14/2010  Stock  14/2010  Stock  15/2010  Stock  15/2010  Stock  15/2010  Stock  15/2010  Stock  15/201	(First) (Middle) (MSCORE, INC.  EMOCRACY DRIVE, 6TH FLOOR  Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic (Month/Day/Year)  Security (Instr. 3)  Date (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 (Month/Day/Year))  Stock  12/27/2010  Stock  13/2000  Stock  14/3000  Stock	COMSCORE, INC. [SCOR]  (Che Stock (Stock (St	COMSCORE, INC. [SCOR]  (First) (Middle)  (First) (Middle)  (First) (Middle)  (SCORE, INC. [SCOR]  (SCORE, INC. [SCOR]  (SCORE, INC. [SCOR]  (SCORE, INC. [SCOR]  (SIZE (Month/Day/Year)  (State) (Zip)  (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  (Stock) (2,27/2010	COMSCORE, INC. [SCOR]  (First) (Middle)  (First) (Middle)  (First) (Middle)  (First) (Middle)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Stock  12/27/2010  Stock  1/2/27/2010  Stock	COMSCORE, INC.  (First) (Middle)  (First) (Middle)  (Mid		

## **Explanation of Responses:**

- 1. Reporting person and spouse disclaim beneficial ownership of the such shares except to the extent of their respective pecuniary interest.
- 2. Shares disposed of pursuant to a 10b5-1 plan entered into in August 2010.

## Remarks:

/s/ Christiana Lin, Attorney-infact

12/29/2010

\*\* 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.