FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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

					_						ilpariy Act									
Name and Address of Reporting Person* The second of						2. Issuer Name and Ticker or Trading Symbol COMSCORE, INC. [SCOR]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>Tarpey Kenneth</u>						Composite, into.										Direc	ctor	10% (Owner	
																Office	er (give title v)	Other below	(specify	
(Last) (First) (Middle)							3. Date of Earliest Transaction (Month/Day/Year) 05/09/2011										Chief Financial Officer			
C/O COMSCORE, INC.															Cinci i manetar officer					
11950 DEMOCRACY DRIVE, 6TH FLOOR																				
11750 DEMOCRACT DRIVE, UTITIEOOR						4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable					
						in the including the or original filed (world)									Line)					
(Street)	T T/A		0100												X	Form	n filed by One	Reporting Per	son	
RESTON VA 20190															Form filed by More than One Reporting					
																Pers				
(City)	(St	ate) (Zip)																	
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
1. Title of S	ecurity (Inst	r. 3)		2. Transa	action					3. 4. Securities Acquired (A)							ount of	6. Ownership	7. Nature	
				Date (Month/D)av/Yea	Execution Date, if any			Transaction Disposed Of (D) (Instr. 3, 4 Code (Instr. 5)			. 3, 4 a	and Secur Benef			Form: Direct (D) or Indirect	of Indirect Beneficial			
					•	(Month/Day/Year)							Owned Follow Reported			(I) (Instr. 4)	Ownership (Instr. 4)			
									Code	v	Amount	(A) or (D) Pr		Price	Trans		action(s)		(instr. 4)	
							Code	Ľ	Amount		(D)	<i>y</i>)		(Instr. 3 and 4)						
Common Stock 05/09/2						9/2011					500(1)		D	\$27.87		108,649		D		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned														•						
(e.g., puts, calls, warrants, options, convertible securities)																				
1. Title of	2.	3. Transaction	d	4.		5. Number		6. Date Exercisable an			nd 7. Title and			8. Price of		9. Number o	f 10.	11. Nature		
Derivative Security	Conversion or Exercise	Date (Month/Day/Year)	Execution if any	Date, Trans Code					Expiration Date (Month/Day/Year)			Amount of Securities Underlying			Derivative Security (Instr. 5)		derivative Securities	Ownership Form:	of Indirect Beneficial	
(Instr. 3)	Price of	(Wionthi/Day/Tear)	(Month/Day/Ye														Beneficially	Direct (D)	Ownership	
	Derivative Security					Acquired (A) or		Derivative Security (Instr.					otr 3	3		Owned Following	or Indirect (I) (Instr. 4)	(Instr. 4)		
Gecurity				Disposed and 4)							1311. 5			Reported	1					
					of (D) (Instr. 3, 4									Transaction (Instr. 4)	(s)					
							and 5)										(1110111. 4)			
					Amou			ount	1											
						1					01									
							Date		Expiration		Nui	mber								
		Code V ((A)		Exercisable Date			Title Shares		ares									

Explanation of Responses:

1. Shares disposed of pursuant to a 10b5-1 plan entered into in April, 2010.

Remarks:

/s/ Christiana Lin, Attorney-in-Fact 05/09/2011

** 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.