FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| l | OMB APPRO | VAL |
|---|-------------------------|-----------|
| | OMB Number: | 3235-0287 |
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| l | hours per response: | 0.5 |

| | Check this box if no longer subject to |
|---|--|
| 7 | 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

| 1. Name and Address of Reporting Person* <u>Abraham Magid M</u> | | | | | | 2. Issuer Name and Ticker or Trading Symbol COMSCORE, INC. [SCOR] | | | | | | | | | all app | olicable) | • () | Person(s) to Issuer 10% Owner | | |
|---|--|--|--|---|--|---|---|---|--|--|---|---|--|--|--|--|--|----------------------------------|--|--|
| Last) (First) (Middle) .1950 DEMOCRACY DRIVE GUITE 600 | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 05/01/2009 | | | | | | | | | | | | r (specify w) | | |
| | - 4. If | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | | , | | | | | | | | |
| | Tab | le I - No | n-Deriv | /ative | Sec | curitie | s Ac | quired, | Dis | posed o | f, or | Bene | efici | ally C |)wne | ed | | | | |
| | | | | | ar) E | | | Transaction Dispose Code (Instr. 5) | | Disposed | | | | 4 and Secur Benef Owne | | ties cially I Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Ownership | | |
| | | | | | | | | Code | v | Amount | | (A) or (D) | Pric | ` . | Transaction(s) (Instr. 3 and 4) | | | (Instr. 4) | | |
| Stock | | 05/0 | /01/2009 | | | | A | | 2,734 | (1) | A | \$0 | | 933,729 | | D | | | | |
| Stock | | | 05/0 | 1/2009 |) | | | A | | 1,351 | (1) | A | \$ | 0 | 3 | 7,829 | I By Wi | | | |
| Common Stock | | | | | | | | | | | | | | | 58 | 1,876 ⁽²⁾ | I | By Abraham Family Trust | | |
| | Ta | | | | | | | | | | | | | | ned | | | | | |
| 2. Conversion or Exercise Price of Derivative Security | ersion correction of the corre | | rative rities ired r osed) | Expiratio (Month/D | Amour or Numbe | | | nt | | derivative Securities Beneficially Owned Following Reported | Ownershi Form: Direct (D) or Indirect (I) (Instr. 4 | Beneficial Ownership (Instr. 4) | | | | | | | | |
| | (Fi EMOCRAC 500 N V/ (Si Security (Inst Stock Stock Stock | (First) EMOCRACY DRIVE 500 V VA (State) Tab Security (Instr. 3) Stock Stock Stock 2. Conversion or Exercise Price of Derivative (Month/Day/Year) | (First) (Middle) EMOCRACY DRIVE 500 V VA 20190 (State) (Zip) Table I - Note Security (Instr. 3) Stock Stock Table II - I Conversion or Exercise Price of Derivative Price of Derivative Table II - I A. Deem Execution if any (Month/Day/Year) | (First) (Middle) EMOCRACY DRIVE 500 (State) (Zip) Table I - Non-Deriv Security (Instr. 3) Stock 05/0 Stock 05/0 Table II - Derivat (e.g., p Conversion or Exercise Price of Derivative Price of Derivative A. Table II - Democratical Conversion of Exercise (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Execution Date, if any (Month/Day/Year) | (First) (Middle) (First) (Middle) EMOCRACY DRIVE 500 Table I - Non-Derivative Security (Instr. 3) Table II - Derivative Stock Table II - Derivative S (e.g., puts, compared to purishing or Exercise Price of Derivative (Month/Day/Year) 3. Compared to puts to put | (First) (Middle) SEMOCRACY DRIVE SOO Table I - Non-Derivative Security (Instr. 3) Stock Table II - Derivative Security (Month/Day/Year) Table II - Derivative Security (Instr. 3) Table II - Derivative Security (Instr. 3) | (First) (Middle) EMOCRACY DRIVE 500 (State) (Zip) Table I - Non-Derivative Securities (Month/Day/Year) Security (Instr. 3) Stock Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) 2. 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[S COMSCO | COMSCORE, INC. [SCOREMORACY DRIVE Since Security (Instr. 3) Security (Instr. 3) Security (Instr. 3) Stock Stock | COMSCORE, INC. [SCOR] SEMOCRACY DRIVE SOO (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertic and or Exercise Price of Derivative Security Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertic and portion of Exercise Price of Derivative Security (Month/Day/Year) Stock Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertic and portion of Exercise Price of Derivative Security (Month/Day/Year) Stock Table II - Derivative Securities Acquired, Disposed of, (e.g., puts, calls, warrants, options, convertic and portion of Exercise Price of Derivative Security (Month/Day/Year) Stock Stock Table II - Derivative Securities Acquired, Disposed of, (e.g., puts, calls, warrants, options, convertic Derivative Securities Acquired (Month/Day/Year) Stock Stock Stock Stock Stock Stock Stock Stock Table II - Derivative Securities Acquired, Disposed of, (e.g., puts, calls, warrants, options, convertic Derivative Securities Acquired (Month/Day/Year) Stock Stock Stock Stock Table II - Derivative Securities Acquired, Disposed of, (e.g., puts, calls, warrants, options, convertic Securities Acquired (Month/Day/Year) Stock Stock | COMSCORE, INC. [SCOR] (First) (Middle) EMOCRACY DRIVE 500 Table I - Non-Derivative Securities Acquired, Disposed of, or Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Stock 05/01/2009 A 1,351(1) Stock Table II - Derivative Securities Acquired, Disposed of, or B (e.g., puts, calls, warrants, options, convertible security of core exercise of Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, options, convertible security (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, options, convertible security (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, options, convertible security (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 5. Stock 5. Number of Derivative Securities Acquired, Disposed of, or B (e.g., puts, calls, warrants, options, convertible security (Month/Day/Year) 2. Transaction Date (month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) 2. Transaction Date (month/Day/Year) 6. Securities Acquired, Disposed of, or B (e.g., puts, calls, warrants, options, convertible security (month/Day/Year) 8. Stock 1. A 2,734(1) 8. Stock 1. A 1,351(1) 9. Stock 1. A 1,351(1) | (First) (Middle) EMOCRACY DRIVE (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficution Date (Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficution Date, If any (Month/Day/Year) (A) or Code v Amount (A) or (D) Stock 05/01/2009 A 2.734(1) A Stock Table II - Derivative Securities Acquired, Disposed of, or Beneficution Date, If any (Month/Day/Year) (Gode (Instr. (Month/Day/Year) Date (G.g., puts, calls, warrants, options, convertible Securities Acquired (A) or Disposed Of, or Beneficution Date, If any (Month/Day/Year) 2. Table II - Derivative Securities Acquired, Disposed of, or Beneficution Date, If any (Month/Day/Year) 3. Transaction Date (G.g., puts, calls, warrants, options, convertible Securities Acquired (A) or Disposed Of (D) (Instr. Securities Acquired (A) or Disposed Of (D) (Ins | (First) (Middle) EMOCRACY DRIVE (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial (Month/Day/Year) (Month/Day/Year) Stock Table II - Derivative Securities Acquired, Disposed of, or Beneficial (Month/Day/Year) (Stock Disposed of, or Beneficial (Month/Day/Year) (Month/Day/Y | COMSCORE, INC. [SCOR] (First) (Middle) EMOCRACY DRIVE (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Control (Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Stock Disposed Of (D) (Instr. 3, 4 and 5) Stock Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owners (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owners (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owners (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owners (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owners (e.g., puts, calls, warrants, options, convertible securities) A | COMSCORE, INC. [SCOR] Company (Month/Day/Year) Company (Month/ | COMSCORE, INC. [SCOR] Check all applicable X Director X Dire | Common | | |

Explanation of Responses:

- $1. \ Grant \ of \ Restricted \ Stock \ with \ 25\% \ of \ the \ shares \ vesting \ annually \ over \ a \ four \ year \ period \ from \ the \ date \ of \ grant.$
- 2. Reporting person and spouse disclaim beneficial ownership of such shares except to the extent of their respective pecuniary interest.

Remarks:

/s/ Christiana L. Lin, Attorney in Fact

05/06/2009

** Signature of Reporting Person

Date

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

- * 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.