FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | | | | | | | | |
|---------------------|-----------|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | |
| Estimated average b | ourden | | | | | | | |

0.5

hours per response:

| 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

| 1. Name and Address of Reporting Person* <u>Abraham Magid M</u> | | | | | | 2. Issuer Name and Ticker or Trading Symbol COMSCORE, INC. [SCOR] | | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | |
|---|--|---|--|--|--|---|--|--|---|--|---|--|--|--|---|---|--|---|--|--|--|
| ADITALIANI INIAGIU IVI | | | | | | | | | | | | | | X D | | ctor | 10% | Owner | | | |
| (Fir | | Date of Earliest Transaction (Month/Day/Year) | | | | | | | | | X | | | | r (specify v) | | | | | | |
| (Last) (First) (Middle) 11950 DEMOCRACY DRIVE, 6TH FLOOR | | | | | | 03/25/2010 | | | | | | | | | President & CEO | | | | | | |
| , | | | | | | | If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable | | | | | |
| (Street) RESTON VA 20190 | | | | | | | | | | | | | | | | Form filed by One Reporting Person | | | | | |
| (St | ate) (| Zip) | | | | | | | | | | | | | Form filed by More than One Reporting Person | | | | | | |
| | Tabl | e I - No | n-Deriv | ative | Sec | curitie | es Acc | quired, | Dis | posed o | f, o | r Ben | efic | ially | Owne | ed | | | | | |
| | | | | | ur) E | 2A. Deemed Execution Date, if any (Month/Day/Year) | | Code (Instr. | | Disposed Of (D) (Instr. 3, 4 | | | | 4 and Secur Benef Owne | | ties cially d Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
| | | | | | | | | Code | v | Amount | | | Pric | е | Transa | action(s) | | (111501.4) | | | |
| Common Stock 03/2: | | | | | | | | F | | 8,049 | | D | \$1 | 5.35 8 | | 37,647 | D | | | | |
| Common Stock | | | | | | | | | | | | | | | 581,876(1) | | I | By Abraham Family Trust | | | |
| Common Stock 03/25/ | | | | | |)10 | | F | | 1,690 | | D | \$1 | 5.35 | 35 102,437 | | I | By Wife | | | |
| | Та | | | | | | | | | | | | | | wned | | | | | | |
| 2. Conversion or Exercise Price of Derivative Security | Conversion Date (Month/Day/Year) Price of Derivative | | Execution Date, T) if any | | ransaction Code (Instr. | | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | on Date | е | Ame Sec Und Deri Sec | ount of urities lerlying ivative urity (Ir 4) | nstr. 3 | Deri Seci (Inst | ivative curity | derivative Securities Beneficially Owned Following Reported | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) | | | |
| | (Fin Magid (Fin Mocraco (Fin Mocraco (St. | (First) (EMOCRACY DRIVE, 6TH VA 2 (State) (Table ecurity (Instr. 3) Stock Stock Conversion or Exercise Price of Derivative (Month/Day/Year) | (First) (Middle) EMOCRACY DRIVE, 6TH FLOOR VA 20190 (State) (Zip) Table I - Note that the state of the st | Magid M (First) (Middle) EMOCRACY DRIVE, 6TH FLOOR VA 20190 (State) (Zip) Table I - Non-Derive (Month/It) Stock 03/25 Stock 03/25 Table II - Derivat (e.g., pto Date (Month/Day/Year) Conversion or Exercise Price of Derivative (Month/Day/Year) | Magid M (First) (Middle) CMOCRACY DRIVE, 6TH FLOOR Table I - Non-Derivative ecurity (Instr. 3) Table II - Derivative S (e.g., puts, c Conversion or Exercise Price of Derivative Price of Derivative 3. D 3. | (First) (Middle) CMOCRACY DRIVE, 6TH FLOOR Table I - Non-Derivative Security (Instr. 3) Table II - Derivative Security (Instr. 3) | COMSCOR (First) (Middle) EMOCRACY DRIVE, 6TH FLOOR Table I - Non-Derivative Securities (Month/Day/Year) Stock Table II - Derivative Securities (e.g., puts, calls, warr of Exercise Price of Derivative Security 2. Transaction Date (Month/Day/Year) 3. Date of Earlies 03/25/2010 4. If Amendment Execution if any (Month/Day/Year) 2. Transaction Date (e.g., puts, calls, warr fany (Month/Day/Year) 3. Date of Earlies 03/25/2010 4. If Amendment Execution if any (Month/Day/Year) 5. No. Transaction Ode (Instr. 8) 6. Stock 7. No. Transaction Ode (Instr. 8) 8. Ode (Instr. 8) 9. Ode (Instr. 8) 1. Ode (Instr. 8) 2. Ode (Instr. 8) 3. Transaction Ode (Instr. 8) 3. Date of Earlies 03/25/2010 4. If Amendment Execution Instr. 8 2. Ode (Instr. 8) 3. Date of Earlies 03/25/2010 4. If Amendment Execution Instr. 9 1. Ode (Instr. 8) 2. Ode (Instr. 8) 3. Ode (Instr. 8) 3. Ode (Instr. 8) 3. Ode (Instr. 8) 4. Ode (Instr. 8) 5. Note (Instr. 8) 6. Ode (Instr. 8) 6. 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Date of Earliest Transaction (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Benedle (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instruction Date (Month/Day/Year)) (Month/Day/Year) Stock Table II - Derivative Securities Acquired, Disposed of (D) (Instruction Date (Month/Day/Year)) Table II - Derivative Securities Acquired, Disposed of (D) (Instruction Date (Month/Day/Year)) Table II - Derivative Securities Acquired, Disposed of (D) (Instruction Date (e.g., puts, calls, warrants, options, convertible securities Acquired, Disposed of, or Benefice.g., puts, calls, warrants, options, convertible securities Acquired, Disposed of, or Benefice.g., puts, calls, warrants, options, convertible securities Acquired, Disposed of, or Benefice.g., puts, calls, warrants, options, convertible securities Acquired, Disposed of, or Benefice.g., puts, calls, warrants, options, convertible securities Acquired, Disposed of, or Benefice.g., puts, calls, warrants, options, convertible securities Acquired, Disposed of, or Benefice.g., puts, calls, warrants, options, convertible securities Acquired, Disposed of, or Benefice.g., puts, calls, warrants, options, convertible securities Acquired, Disposed of, or Benefice.g., puts, calls, warrants, options, convertible securities Acquired, Disposed of, or Benefice.g., puts, calls, warrants, options, convertible securities Acquired, Disposed of, or Benefice.g., puts, calls, warrants, options, convertible securities Acquired, Disposed of, or Benefice.g., puts, calls, warrants, options, convertible securities Acquired, Disposed of, or Benefice.g., puts, calls, warrants, options, convertible securities Acquired, Disposed of, or Benefice.g., puts, calls, warrants, options, convertible securities, and disposed of the puts of the p | COMSCORE, INC. [SCOR] COMSCORE, INC. [SCOR | (Check X X X 20190 | COMSCORE, INC. [SCOR] (Check all apt X Direct School (Check all apt All all (Check all apt | Magid M (First) (Middle) (First) (Middle) (State) (Check all applicable) X Director Disposed Of Code (Instr. 3) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date (Month/Day/Year) (Mo | COMSCORE, INC. [SCOR] (First) (Middle) (First) (Middle) | | | |

Explanation of Responses:

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

Remarks:

<u>/s/ Christiana Lin, Attorney-in-fact</u>

05/05/2010

** 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.