

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Abraham Magid M</u>  (Last) (First) (Middle) 11950 DEMOCRACY DRIVE SUITE 600  (Street) RESTON VA 20190  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>COMSCORE, INC. [ SCOR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 04/15/2009	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 02/19/2009	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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 <sup>(1)</sup>	02/18/2009		M		150,000	A	\$0.25	858,149	D	
Common Stock	02/18/2009		A		10,247	A	\$0	868,396	D	
Common Stock	02/18/2009		A		5,902 <sup>(2)</sup>	A	\$0	874,298	D	
Common Stock	02/18/2009		A		72,137 <sup>(3)</sup>	A	\$0	946,435	D	
Common Stock	02/18/2009		F		3,299 <sup>(4)</sup>	D	\$7.97	943,136	D	
Common Stock	02/18/2009		F		4,091 <sup>(4)</sup>	D	\$7.97	939,045	D	
Common Stock	02/18/2009		A		2,287	A	\$0	29,357	I	By Wife
Common Stock	02/18/2009		A		1,189 <sup>(2)</sup>	A	\$0	30,546	I	By Wife
Common Stock	02/18/2009		A		9,410 <sup>(3)</sup>	A	\$0	39,956	I	By Wife
Common Stock	02/18/2009		F		736 <sup>(4)</sup>	D	\$7.97	39,220	I	By Wife
Common Stock	02/18/2009		F		1,003 <sup>(4)</sup>	D	\$7.97	38,217	I	By Wife
Common Stock								581,876 <sup>(5)</sup>	I	By Abraham Family Trust

**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
Incentive Stock Option Common Stock	\$0.25	02/18/2009		M			150,000	(6)	10/15/2013	Common Stock	150,000	\$0.25	241,099	D	

**Explanation of Responses:**

- This Form 4/A amends and restated in its entirety that Form 4 originally filed on behalf of Magid M. Abraham on February 19, 2009. Certain amounts with respect to the restricted stock awards to Dr. Abraham and Mrs. Abraham above required adjustment due to a clerical error in the calculation of the number of shares subject to a right of repurchase by comScore, Inc.
- Shares awarded in this line item are subject to a right of repurchase by comScore, Inc. that will lapse fully on February 19, 2010.
- Shares awarded in this line item are subject to a right of repurchase by comScore, Inc. The right of repurchase shall lapse annually as to 25% of the total number of shares indicated beginning on February 19, 2010 and each year thereafter on February 19.
- Shares disposed in this line item represent shares returned to comScore for tax withholding on the vesting of equity awards granted.
- Reporting person and spouse disclaim beneficial ownership of such shares except to the extent of their respective pecuniary interest.
- Option grant became fully vested on 10/24/2007.

**Remarks:**

/s/ Christiana L. Lin, Attorney 04/15/2009  
in Fact

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.**