

Green John M
Form 4
May 20, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Green John M

(Last) (First) (Middle)

C/O COMSCORE, INC., 11950
DEMOCRACY DRIVE

(Street)

RESTON, VA 20190

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
COMSCORE, INC. [SCOR]

3. Date of Earliest Transaction
(Month/Day/Year)
05/18/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 05/18/2009 | | A | | 10,000 (1) \$ 0 123,965 | D | |
| Common Stock | 05/18/2009 | | A | | 1,645 (1) \$ 0 125,610 | D | |
| Common Stock | 05/18/2009 | | D | | 15,000 (2) \$ 0 110,610 | D | |
| Common Stock | 05/18/2009 | | D | | 20,062 (3) \$ 0 90,548 | D | |
| Common Stock | 05/18/2009 | | D | | 15,151 (4) \$ 0 75,397 | D | |

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Common Stock 05/18/2009 D 2,683⁽⁵⁾ D \$ 0 72,714 D

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Common Stock - ISO Grant | \$ 7.5 | 05/18/2009 | | D | 13,333 ⁽⁶⁾ | 05/18/2009 05/18/2016 | Common Stock - ISO Grant 13,333 |
| Common Stock - NQ Grant | \$ 7.5 | 05/18/2009 | | D | 5,627 ⁽⁷⁾ | 05/18/2009 05/08/2016 | Common Stock - NQ Grant 5,627 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Green John M C/O COMSCORE, INC. 11950 DEMOCRACY DRIVE RESTON, VA 20190 | | | Chief Financial Officer | |

Signatures

/s/ Christiana L. Lin, Attorney in Fact 05/20/2009

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) Grant of Restricted Stock with 25% of the shares vesting annually over a four year period from the date of grant.
- (2) The unvested shares of the restricted stock grant dated 3/25/07 was cancelled by mutual agreement of the reporting person and comScore, Inc.
- (3) The unvested shares of the restricted stock grant dated 2/18/08 was cancelled by mutual agreement of the reporting person and comScore, Inc.
- (4) The restricted stock grant dated 2/18/09 was, in part, cancelled by mutual agreement of the reporting person and comScore. 11,083 shares will continue to vest and will become fully vested on 2/18/2010.
- (5) The entire grant of restricted stock granted on 2/18/2009 was cancelled by mutual agreement of the reporting person and comScore, Inc.
- (6) The unvested options in the amount of 13,333 was cancelled by mutual agreement of the reporting person and comScore, Inc.
- (7) A portion of the unvested options in the amount of 5,627 shares was cancelled by mutual agreement of the reporting person and comScore. The uncanceled shares will continue to vest monthly and will become fully vested on November 8, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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