Abraham Magid M Form 4 December 22, 2009

FORM 4 1

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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Expires:

burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

Section 16.

Form 4 or

Form 5

obligations

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(b) of the Public Utility Holding Company Act of 1935 or Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(b) of the Public Utility Holding Company Act of 1935 or Section 17(b) of the Public Utility Holding Company Act of 1935 or Section 17(b) of the Public Utility Holding Company Act of 1935 or Section 17(b) of the Public Utility Holding Company Act of 1935 or Section 17(b) of the Public Utility Holding Company Act of 1935 or Section 17(b) of the Public Utility Holding Company Act of 1935 or Section 18(b) of the Securities Exchange Act of 1935 o

obligations may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Add Abraham Mag	*	ing Person *	2. Issuer Name and Ticker or Trading Symbol COMSCORE, INC. [SCOR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all application)			
11950 DEMOCRACY DRIVE, 6TH FLOOR		RIVE, 6TH	(Month/Day/Year) 12/21/2009	_X_ Director 10% Owner _X_ Officer (give title Other (special below) President & CEO			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
RESTON, VA 20190			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	ole I - N	on-l	Derivative	Secu	rities Acqu	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (Instr.	8)	4. Securi on(A) or D (Instr. 3,	ispose	d of (D)	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)
common stock	12/21/2009		S		3,000 (1)	D	\$ 17.604	918,942	D	
common stock	12/21/2009		G	V	1,700	D	\$ 0	917,242	D	
common stock								581,876 <u>(2)</u>	I	by Abraham Family Trust
common stock								37,829	I	by Wife

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

 Title of 	2.	3. Transaction Date	3A. Deemed	4.	5.		6. Date Exerc	cisable and	7. Tit	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ctionNum	nber	Expiration D	ate	Amou	unt of	Derivative
Security	or Exercise		any	Code	of		(Month/Day/	Year)	Unde	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8) Deri	vative			Secur	rities	(Instr. 5)
	Derivative				Secu	ırities			(Instr	. 3 and 4)	
	Security				Acqı	uired					
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					of (I						
					(Inst	· /					
					4, an	- 1					
					,	/					
										Amount	
							Date	Expiration		or	
							Exercisable Date	•	Title	Number	
								Date		of	
				Code	V (A)	(D)				Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Abraham Magid M 11950 DEMOCRAC

11950 DEMOCRACY DRIVE, 6TH FLOOR X President & CEO

RESTON, VA 20190

Signatures

/s/ Christiana Lin, Attorney

in Fact 12/22/2009

**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) Shares disposed of pursuant to a 10b5-1 plan entered into in August 2009.
- (2) Reporting person and spouse disclaim beneficial ownership of the such shares except to the extent of their respective pecuniary interest Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2