

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  
 Officer (give title below) \_\_\_ Other (specify below)  
Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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<sup>(5)</sup>      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 <sup>(6)</sup>	05/18/2009      05/18/2016	Common Stock - ISO Grant      13,333
Common Stock - NQ Grant	\$ 7.5	05/18/2009		D	5,627 <sup>(7)</sup>	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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