

Abraham Magid M
Form 4
March 04, 2008

FORM 4

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

OMB APPROVAL

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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 *
Abraham Magid M

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)
11465 SUNSET HILLS ROAD, SUITE 200
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/19/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

RESTON, VA 20190

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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		
Restricted Common Stock	02/18/2008		A		37,594 (1)	A \$ 0 667,103	D
Restricted Common Stock	02/18/2008		A		1,996 (2)	A \$ 0 669,099	D
Restricted Common Stock	02/18/2008		A		7,077 (1)	A \$ 0 28,077	I By Wife
Restricted Stock Grant	02/18/2008		A		846 (2)	A \$ 0 28,923	I By Wife

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- (2) 100% of the shares will vest on the one (1) year anniversary from the date of grant.
- (3) Reporting person and spouse disclaim beneficial ownership of 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.

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