

PARIKH JASON
Form 4/A
November 30, 2010

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 *
PARIKH JASON

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)
C/O COMSCORE, INC., 11950
DEMOCRACY DRIVE, 6TH
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2010

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

(Street)
RESTON, VA 20190

4. If Amendment, Date Original Filed(Month/Day/Year)
11/18/2010

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)
				(A) or (D)	Price		
Common Stock	08/15/2010		F	897	D \$ 18.02	23,960	D
Common Stock	11/15/2010		A	7,167 (1)	A \$ 0	31,127	D

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

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SEC 1474 (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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PARIKH JASON
C/O COMSCORE, INC.
11950 DEMOCRACY DRIVE, 6TH FLOOR
RESTON, VA 20190

Chief Accounting Officer

Signatures

/s/ Christiana Lin,
Attorney-in-fact

11/30/2010

__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) Based on a grant of restricted stock units settlable only in stock. The above listed restricted stock unit award is subject to market-based vesting, whereby 100% of the number of shares subject to the award shall vest in the event that comScore, Inc.'s (the "Company") common stock closing price as reported by the NASDAQ Stock Market exceeds an average of \$30 per share for a thirty-day period prior to May 4, 2012 (the "Trigger"). 50% of the number of shares subject to award would vest upon achievement of the Trigger and the remaining 50% of the number of shares subject to award would vest on the one year anniversary of the date of achievement of the Trigger, subject to the awardee's continued status as a service provider of the Company as of such date. In addition to the performance-based conditions to vesting, the above award may vest in part or entirely upon a change of control, which is generally defined as an acquisition of at least 50% of the voting control of the Company, a sale or merger of the Company, or the sale of substantially all the assets of the Company. Upon a change of control, if the Company's common stock closing price as reported by the NASDAQ Stock Market exceeds an average of \$24.10 per share for the thirty-day period immediately preceding the change of control, 50% of the number of shares subject to the award shall vest upon the consummation of a change of control. The percentage of the total number of shares subject to the award that vest upon a change of control shall increase linearly from 50% at \$24.10 per share to 100% at \$30 per share based on the thirty-day average of the Company's common stock closing price as reported by the NASDAQ Stock Market immediately preceding the change of control. In the event of (a) an indictment, plea of nolo contendere or conviction, of any felony or of any crime involving dishonesty by the named executive officer; (b) a material breach of the named executive officer duties or to a Company policy, including repeated unsatisfactory performance of job duties; or (c) a commission of any act of dishonesty, embezzlement, theft, fraud or misconduct by the named executive officer with respect to the Company, any of which in the good faith

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and reasonable determination of the Compensation Committee (the "Committee") or the Board of Directors of the Company is materially detrimental to the Company, its business or its reputation, the Committee has the right to deny vesting of the above stock option.

Remarks:

This amendment is filed for the purpose of correcting certain typographical errors included in footnote 1 of the original filing.

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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