

Abraham Magid M
Form 4/A
April 15, 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 *
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)
11950 DEMOCRACY DRIVE, SUITE 600
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/15/2009

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

RESTON, VA 20190
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
02/19/2009

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 ⁽¹⁾ | 02/18/2009 | | M | | 150,000 | A | \$ 0.25 |
| Common Stock | 02/18/2009 | | A | | 10,247 | A | \$ 0 |
| Common Stock | 02/18/2009 | | A | | 5,902 ⁽²⁾ | A | \$ 0 |
| Common Stock | 02/18/2009 | | A | | 72,137 ⁽³⁾ | A | \$ 0 |
| Common Stock | 02/18/2009 | | F | | 3,299 ⁽⁴⁾ | D | \$ 7.97 |

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| | | | | | | | | |
|--------------|------------|---|----------------------|---|---------|------------------------|---|-------------------------|
| Common Stock | 02/18/2009 | F | 4,091 ⁽⁴⁾ | D | \$ 7.97 | 939,045 | D | |
| Common Stock | 02/18/2009 | A | 2,287 | A | \$ 0 | 29,357 | I | By Wife |
| Common Stock | 02/18/2009 | A | 1,189 ⁽²⁾ | A | \$ 0 | 30,546 | I | By Wife |
| Common Stock | 02/18/2009 | A | 9,410 ⁽³⁾ | A | \$ 0 | 39,956 | I | By Wife |
| Common Stock | 02/18/2009 | F | 736 ⁽⁴⁾ | D | \$ 7.97 | 39,220 | I | By Wife |
| Common Stock | 02/18/2009 | F | 1,003 ⁽⁴⁾ | D | \$ 7.97 | 38,217 | I | By Wife |
| Common Stock | | | | | | 581,876 ⁽⁵⁾ | I | By Abraham Family Trust |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 of Number of Shares |
| Incentive Stock Option Common Stock | \$ 0.25 | 02/18/2009 | | M | 150,000 | ⁽⁶⁾ 10/15/2013 | Common Stock 150,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Abraham Magid M
11950 DEMOCRACY DRIVE
SUITE 600
RESTON, VA 20190

X

President and CEO

Signatures

/s/ Christiana L. Lin, Attorney
in Fact

04/15/2009

__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).

This Form 4/A amends and restated in its entirety that Form 4 originally filed on behalf of Magid M. Abraham on February 19, 2009.

- (1) Certain amounts with respect to the restricted stock awards to Dr. Abraham and Mrs. Abraham above required adjustment due to a clerical error in the calculation of the number of shares subject to a right of repurchase by comScore, Inc.
- (2) Shares awarded in this line item are subject to a right of repurchase by comScore, Inc. that will lapse fully on February 19, 2010.
- (3) Shares awarded in this line item are subject to a right of repurchase by comScore, Inc. The right of repurchase shall lapse annually as to 25% of the total number of shares indicated beginning on February 19, 2010 and each year thereafter on February 19.
- (4) Shares disposed in this line item represent shares returned to comScore for tax withholding on the vesting of equity awards granted.
- (5) Reporting person and spouse disclaim beneficial ownership of such shares except to the extent of their respective pecuniary interest.
- (6) Option grant became fully vested on 10/24/2007.

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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