

WAGNER J PETER
Form 4
August 13, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
WAGNER J PETER

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 ACCEL PARTNERS, 428
UNIVERSITY AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
08/11/2010

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

(Street)
PALO ALTO, CA 94301

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

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/11/2010		J	Amount 1,074,320 (5) D Price \$ 0	3,222,962 (1) (4) I		By Accel VII L.P.
Common Stock	08/11/2010		J	Amount 268,580 (6) D Price \$ 0	805,741 (2) (4) I		By Accel Internet Fund III L.P.
Common Stock	08/11/2010		J	Amount 3,581 (6) A Price \$ 0	3,581 (2) (4) I		By Accel Internet Fund III Associates L.P.

Common Stock	08/11/2010	J	132,814 <u>(7)</u>	D	\$ 0	398,442 ⁽³⁾ <u>(4)</u>	I	By Accel Investors '99 L.P.
Common Stock	08/11/2010	J	617 ⁽⁷⁾ <u></u>	A	\$ 0	617	D	

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

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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)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WAGNER J PETER C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301		X		

Signatures

/s/ Tracy L. Sedlock,
Attorney-in-Fact

08/13/2010

__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).

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- Accel VII Associates L.L.C. ("A7A") is the General Partner of Accel VII L.P. ("A7") and has the sole voting and investment power.
- (1) James W. Breyer, Arthur C. Patterson, Theresia Gouw Ranzetta, James R. Swartz, and J. Peter Wagner are the Managing Members of A7A and share such powers.
 - (2) Accel Internet Fund III Associates L.L.C. is the General Partner of Accel Internet Fund III L.P. and has the sole voting and investment power. James W. Breyer, Arthur C. Patterson, Theresia Gouw Ranzetta, James R. Swartz, and J. Peter Wagner are the Managing Members of A7A and share such powers.
 - (3) James W. Breyer, Arthur C. Patterson, Theresia Gouw Ranzetta, James R. Swartz, and J. Peter Wagner are the General Partners of Accel Investors '99 L.P. and therefore share the voting and investment powers.
 - (4) Each general partner or managing member disclaims beneficial ownership except to the extent of their pecuniary interest therein.
 - (5) These shares were transferred without additional consideration to partners in pro rata distributions pursuant to the partnership agreement of Accel VII L.P.
 - (6) These shares were transferred without additional consideration to partners in pro rata distributions pursuant to the partnership agreement of Accel Internet Fund III L.P.
 - (7) These shares were transferred without additional consideration to partners in pro rata distributions pursuant to the partnership agreement of Accel Investors '99 L.P.

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.