

COMSCORE, INC.

Form 4

March 11, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *

Dale Gregory T

(Last) (First) (Middle)

11465 SUNSET HILLS
ROAD, #200

(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)

03/10/2008

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 Technology 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/10/2008		M	(A) or (D) Amount 1,000 (1)	\$ 4.5	51,231 (2)	D
Common Stock	03/10/2008		S	(A) or (D) Amount 1,000 (1)	\$ 18.595	50,231 (2)	D

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

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information contained in this form are not
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(9-02)

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)
Incentive Stock Option Grant	\$ 4.5	03/10/2008		M	1,000	(3) 12/27/2015	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships
Dale Gregory T 11465 SUNSET HILLS ROAD #200 RESTON, VA 20190	Director 10% Owner Officer Chief Technology Officer

Signatures

/s/ Christiana L. Lin, Attorney
in Fact

03/11/2008

**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) These transactions were made pursuant to a 10b5-1 Plan entered into on 11/29/2007.

Includes 18,000 shares of restricted common stock granted on 3/25/07 and 8,846 shares of restricted common stock granted on 2/18/08
(2) subject to vesting over a four (4) year period in equal 25% installments on each anniversary of the date of grants. Also includes 1,230 shares of restricted stock granted on 2/18/08 that will fully vest one (1) year from the date of grant.

(3) 1/48th of the total number of shares subject to option vest monthly.

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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