Abraham Magid M Form 4 November 18, 2010

#### **OMB APPROVAL** UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Abraham Magid M Issuer Symbol COMSCORE, INC. [SCOR] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction 10% Owner (Month/Day/Year) \_X\_\_ Director X\_ Officer (give title Other (specify C/O COMSCORE, INC., 11950 11/15/2010 below) DEMOCRACY DRIVE, 6TH President & CEO **FLOOR** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting RESTON, VA 20190 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of 1.Title of 2. Transaction Date 2A. Deemed 3. Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) Code (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned (Instr. 4) (Instr. 4) Following Reported (A) Transaction(s) or (Instr. 3 and 4) (D) Price Code V Amount Common 677,652 D Stock By Common Abraham 581,876 (1) Ι Stock Family Trust Common 11.042

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

A

(2)

\$0

113,135

Ι

11/15/2010

Stock

By Wife

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount o		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative		e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities Acquired			(Instr. 3	and 4)		Own
	Security										Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									mount		
						Date Expirati Exercisable Date	Expiration	01			
							•	Title N	umber		
								of			
				Code V	(A) (D)			S	hares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

Date

Director 10% Owner Officer Other

Abraham Magid M C/O COMSCORE, INC. 11950 DEMOCRACY DRIVE, 6TH FLOOR RESTON, VA 20190

X

President & CEO

## **Signatures**

/s/ Christiana Lin, 11/18/2010 Attorney-in-fact

\*\*Signature of Reporting Person

## **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) Reporting person and spouse disclaim beneficial ownership of the such shares except to the extent of their respective pecuniary interest.
- (2) Based on a grant of restricted stock units settlable only in cash. 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

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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 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.

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.