

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Green John M</u>  (Last) (First) (Middle) <u>C/O COMSCORE, INC.</u> <u>11950 DEMOCRACY DRIVE</u>  (Street) <u>RESTON VA 20190</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>COMSCORE, INC. [ SCOR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/18/2009</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/18/2009		A		10,000 <sup>(1)</sup>	A	\$0	123,965	D	
Common Stock	05/18/2009		A		1,645 <sup>(1)</sup>	A	\$0	125,610	D	
Common Stock	05/18/2009		D		15,000 <sup>(2)</sup>	D	\$0	110,610	D	
Common Stock	05/18/2009		D		20,062 <sup>(3)</sup>	D	\$0	90,548	D	
Common Stock	05/18/2009		D		15,151 <sup>(4)</sup>	D	\$0	75,397	D	
Common Stock	05/18/2009		D		2,683 <sup>(5)</sup>	D	\$0	72,714	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Stock - ISO Grant	\$7.5	05/18/2009		D		13,333 <sup>(6)</sup>		05/18/2009	05/18/2016	Common Stock - ISO Grant	13,333	\$7.5	0	D	
Common Stock - NQ Grant	\$7.5	05/18/2009		D		5,627 <sup>(7)</sup>		05/18/2009	05/08/2016	Common Stock - NQ Grant	5,627	\$7.5	51,874	D	

**Explanation of Responses:**

- Grant of Restricted Stock with 25% of the shares vesting annually over a four year period from the date of grant.
- The unvested shares of the restricted stock grant dated 3/25/07 was cancelled by mutual agreement of the reporting person and comScore, Inc.
- The unvested shares of the restricted stock grant dated 2/18/08 was cancelled by mutual agreement of the reporting person and comScore, Inc.
- The restricted stock grant dated 2/18/09 was, in part, cancelled by mutual agreement of the reporting person and comScore. 11,083 shares will continue to vest and will become fully vested on 2/18/2010.
- The entire grant of restricted stock granted on 2/18/2009 was cancelled by mutual agreement of the reporting person and comScore, Inc.
- The unvested options in the amount of 13,333 was cancelled by mutual agreement of the reporting person and comScore, Inc.
- A portion of the unvested options in the amount of 5,627 shares was cancelled by mutual agreement of the reporting person and comScore. The uncancelled shares will continue to vest monthly and will become fully vested on November 8, 2009.

**Remarks:**

/s/ Christiana L. Lin, Attorney in Fact 05/20/2009

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.