

PARIKH JASON
 Form 4
 November 18, 2010

FORM 4

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

OMB APPROVAL

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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 *
PARIKH JASON

(Last) (First) (Middle)

**C/O COMSCORE, INC., 11950
 DEMOCRACY DRIVE, 6TH
 FLOOR**

(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)
08/15/2010

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 Accounting 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 08/15/2010 | | F | 897 | D \$ 18.02 | 23,960 | D |
| Common Stock | 11/15/2010 | | A | 7,167 <u>(1)</u> | A \$ 0 | 31,127 | D |

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

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SEC 1474
 (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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PARIKH JASON C/O COMSCORE, INC. 11950 DEMOCRACY DRIVE, 6TH FLOOR RESTON, VA 20190 | | | Chief Accounting Officer | |

Signatures

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

**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) The above listed stock option award is subject to market-based vesting, whereby 100% of the number of shares subject to option 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 option would vest upon achievement of the Trigger and the remaining 50% of the number of shares subject to option would vest on the one year anniversary of the date of achievement of the Trigger, subject to the optionee'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 stock option 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 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 option shall vest upon the consummation of a change of control. The percentage of the total number of shares subject to option 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

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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.