Dale Gregory T Form 4 February 08, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Dale Gregory T

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

COMSCORE, INC. [SCOR]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Check all applicable)

Chief Operating Officer

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

(State)

(Month/Day/Year)

02/07/2011

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

6. Individual or Joint/Group Filing(Check

(Zin)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

(Street)

RESTON, VA 20190

(City)

(City)	(State) (Zip)	Table I - N	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of	2. Transaction Date 2A. Deen	ned 3.	4. Securities Acquired	5. Amount of	6. Ownership 7. Nature of					

1.Title of	2. Transaction Date	2A. Deemed	3. 4. Securities Acquired			5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code (Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)			Owned	Indirect (I)	Ownership	
						Following	(Instr. 4)	(Instr. 4)	
				(4)		Reported			
					(A)		Transaction(s)		
			α 1 α		or	ъ.	(Instr. 3 and 4)		
~			Code V	Amount	(D)	Price			
Common	02/07/2011		M	2,000	Α	\$ 0.25	80,759	D	
Stock	02/07/2011		171	(1)	11	Ψ 0.23	00,737	D	
a				2 000		Φ.			
Common	02/07/2011		S	2,000	D	\$	78,759	D	
Stock	02/07/2011		5	(1)	ט	25.95	10,137		

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. Transacti Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	of Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 E S (()
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock	\$ 0.25	02/07/2011		M	2,000	(2)	04/27/2014	Common Stock	2,000	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Dale Gregory T C/O COMSCORE, INC. 11950 DEMOCRACY DRIVE, 6TH FLOOR RESTON, VA 20190

Chief Operating Officer

Signatures

/s/ Christiana Lin, Attorney-in-fact 02/07/2011

**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) Shares disposed of pursuant to a 10b5-1 plan entered into in August 2010.
- (2) Option grant 100% immediately vesting upon grant date of 4/28/04 for Grant ID #1743.

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.

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