Dale Gregory T Form 4 May 06, 2010

FORM 4

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

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OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

COMSCORE, INC. [SCOR]

(Check all applicable)

(Middle) (Last) (First)

3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner

6. Individual or Joint/Group Filing(Check

(Instr. 4)

11950 DEMOCRACY DRIVE, 6TH

05/04/2010

X_ Officer (give title Other (specify below)

FLOOR

(Street)

(Instr. 8)

Chief Operating Officer

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

below)

RESTON, VA 20190

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

Following Reported Transaction(s)

(A) (Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Amount Exercisable Date orNumber of Shares Common Common Stock \$ 18.21 05/04/2010 Α 46,650 (1) 05/04/2020 46,650 Stock Option

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Dale Gregory T 11950 DEMOCRACY DRIVE, 6TH FLOOR RESTON, VA 20190

Chief Operating Officer

Signatures

/s/ Christiana Lin, Attorney-in-Fact 05/06/2010

**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).

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

(1) 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 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.

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