

COMSCORE, INC.

Form 3

June 26, 2007

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â Dale Gregory T

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

06/26/2007

3. Issuer Name **and** Ticker or Trading Symbol
COMSCORE, INC. [SCOR]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ X Officer ☐ Other
(give title below) (specify below)

Chief Technoogy Officer

6. Individual or Joint/Group
Filing(Check Applicable Line)☒ X Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person11465 SUNSET HILLS
ROAD,Â SUITE 200

(Street)

RESTON,Â VAÂ 20190

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

56,718

D

Â

Restricted Stock

18,000 ⁽¹⁾

D

Â

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

SEC 1473 (7-02)

**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 control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of5. Ownership
Form of
Derivative6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Incentive Stock Option Grant	Â (2)	04/27/2014	Common Stock	34,127	\$ 0.25	D	Â
Incentive Stock Option Grant	Â (3)	04/27/2014	Common Stock	60,200	\$ 0.25	D	Â
Incentive Stock Option Grant	Â (3)	02/01/2015	Common Stock	40,000	\$ 2.45	D	Â
Incentive Stock Option Grant	Â (3)	12/27/2015	Common Stock	15,000	\$ 4.5	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dale Gregory T 11465 SUNSET HILLS ROAD SUITE 200 RESTON, VA 20190	Â	Â	Â Chief Technoogy Officer	Â

Signatures

/s/ Christiana L. Lin, Attorney
in Fact

06/26/2007

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 25% of the Shares of Restricted Stock shall vest in equal yearly installments over a four (4) year period on each anniversary of the date of grant.
- (2) 100% of the shares vest immediately upon date of grant.
- (3) 1/48th of the total number of shares subject to option vest monthly.

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