

Dale Gregory T
Form 4
May 17, 2011

FORM 4

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

OMB APPROVAL

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

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 *
Dale Gregory T

2. Issuer Name and Ticker or Trading Symbol
COMSCORE, INC. [SCOR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O COMSCORE, INC., 11950
DEMOCRACY DRIVE, 6TH
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
05/16/2011

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Chief Operating Officer

(Street)
RESTON, VA 20190

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/16/2011		M		1,175 (1)	A	\$ 0.25 81,478 D
Common Stock	05/16/2011		M		575 (1)	D	\$ 2.45 82,053 D
Common Stock	05/16/2011		S		1,750 (1)	D	\$ 27.7721 80,303 D

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. 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. Amount or Number of Shares
						Date Exercisable	Expiration Date		
Common Stock	\$ 0.25	05/16/2011		M	1,750 <u>(1)</u>	<u>(2)</u>	04/28/2014	Common Stock	1,175
Common Stock	\$ 2.45	05/16/2011		M	575 <u>(1)</u>	<u>(3)</u>	01/01/2015	Common Stock	26,750

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, 05/17/2011
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) Shares disposed of pursuant to a 10b5-1 plan entered into in March 2011.

(2) Option grant 100% immediately vesting upon grant date of 4/28/04 for Grant ID #1743.

(3) Option grant with grant date of 2/2/2005 for Grant ID #2335 and with vesting of all shares under this grant completed as of 2/1/2009.

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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