

FULGONI GIAN  
Form 4/A  
April 15, 2009

**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 \*  
FULGONI GIAN

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)  
11950 DEMOCRACY DRIVE, SUITE 600  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
04/15/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Exec Chairman of Board

RESTON, VA 20190  
(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)  
02/19/2009

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)
			Code	V	Amount (A) or Price (D)		
Common Stock	02/18/2009		A		9,097 (1)	A	\$ 0 1,004,739 D
Common Stock	02/18/2009		A		5,240 (2)	A	\$ 0 1,009,979 D
Common Stock	02/18/2009		A		48,030 (3)	A	\$ 0 1,058,009 D
Common Stock	02/18/2009		F		2,846 (4)	D	\$ 7.97 1,055,163 D
Common Stock	02/18/2009		F		2,679 (4)	D	\$ 7.97 1,052,484 D

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

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(9-02)

**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 Beneficially Owned (Instr. 3 and 4)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FULGONI GIAN 11950 DEMOCRACY DRIVE SUITE 600 RESTON, VA 20190	X		Exec Chairman of Board	

## Signatures

/s/ Christiana L. Lin, Attorney  
in Fact  
Date: 04/15/2009

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).
- This Form 4/A amends and restated in its entirety that Form 4 originally filed on behalf of Gian M. Fulgoni on February 19, 2009. Certain
- (1) amounts with respect to the restricted stock awards to Gian M. Fulgoni above required adjustment due to a clerical error in the calculation of the number of shares subject to a right of repurchase by comScore, Inc.
  - (2) Shares awarded in this line item are subject to a right of repurchase by comScore, Inc. that will lapse fully on February 19, 2010.
  - (3) Shares awarded in this line item are subject to a right of repurchase by comScore, Inc. The right of repurchase shall lapse annually as to 25% of the total number of shares indicated beginning on February 19, 2010 and each year thereafter on February 19.
  - (4) Shares disposed in this line item represent shares returned to comScore for tax withholding on the vesting of equity awards granted.

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