

FULGONI GIAN
Form 4/A
February 18, 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 *
FULGONI GIAN

(Last) (First) (Middle)
C/O COMSCORE, INC., 11950
DEMOCRACY DRIVE
(Street)

RESTON, VA 20190

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/20/2010

4. If Amendment, Date Original Filed(Month/Day/Year)
12/21/2010

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	12/20/2010		M	5,454 A \$ 0.25	985,362	D	

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

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SEC 1474 (9-02)

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

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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
Common Stock	\$ 0.25	12/20/2010		M	5,454	⁽¹⁾ 12/16/2013	Common Stock	5,454

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FULGONI GIAN C/O COMSCORE, INC. 11950 DEMOCRACY DRIVE RESTON, VA 20190	X		Executive Chairman	

Signatures

/s/ Christiana Lin, 02/18/2011
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) As previously reported, option grant was 100% vested prior to 12/31/2006.

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. top" colspan="2" style="border: solid black; border-top-width: 1; border-left-width: 0; border-right-width: 1; border-bottom-width: 1">

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 Following Reported Transaction(s)

(Instr. 4)10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

(Instr. 4)11. Nature of Indirect Beneficial Ownership

(Instr. 4)Code V(A)(D)Date ExercisableExpiration DateTitleAmount or Number of Shares Option (Right to Buy) \$ 8.508/07/2013 M
25,00011/29/2005⁽²⁾12/07/2014 Common Stock 25,000 \$ 0 0 D Option (Right to Buy) \$ 5.408/07/2013 M
80,00012/19/2007⁽³⁾12/19/2016 Common Stock 80,000 \$ 0 0 D Option (Right to Buy) \$ 2.9408/07/2013 M
75,00002/19/2009⁽⁴⁾02/19/2018 Common Stock 75,000 \$ 0 0 D Option (Right to Buy) \$ 2.8508/07/2013 M
160,00007/28/2009⁽⁵⁾07/28/2018 Common Stock 160,000 \$ 0 0 D Option (Right to Buy) \$ 1.9608/07/2013 M
160,00007/30/2010⁽⁶⁾07/30/2019 Common Stock 160,000 \$ 0 0 D Option (Right to Buy) \$ 2.0108/07/2013 M

96,25012/23/2010⁽⁷⁾09/23/2020 Common Stock 140,000 \$ 0 43,750 D Stock Appreciation Right \$ 2.2108/07/2013
 M 35,00009/15/2012⁽⁹⁾09/15/2016 Common Stock 80,000 \$ 0 45,000 D Stock Appreciation Right \$
 4.6608/07/2013 M 10,00006/14/2013⁽¹⁰⁾06/14/2017 Common Stock 40,000 \$ 0 30,000 D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIDSON JACQUELINE L 11332 NE 122ND WAY, SUITE 200 KIRKLAND, WA 98034			CFO	

Signatures

Jacqueline Davidson, CFO	08/09/2013
<u> </u> 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 acquired on exercise of stock options.
- (2) Option vested 25% on the first anniversary of the grant date of December 7, 2004 and 6.25% at the end of each of the next twelve quarters.
- (3) Option vested 25% on the first anniversary of the grant date of December 19, 2006 and 6.25% at the end of each of the next twelve quarters.
- (4) Option vested 25% on the first anniversary of the grant date of December 8, 2008 and 6.25% at the end of each of the next twelve quarters.
- (5) Option vested 25% on the first anniversary of the grant date of July 28, 2008 and 6.25% at the end of each of the next twelve quarters.
- (6) Option vested 25% on the first anniversary of the grant date of July 30, 2009 and 6.25% at the end of each of the next twelve quarters.
- (7) Option vested 25% on the first anniversary of the grant date of September 23, 2010 and vests 6.25% at the end of each of the next twelve quarters.
- (8) Shares withheld by company to cover exercise price and taxes on exercise of stock options; not an open market transaction.
- (9) Stock Appreciation Right vested 25% on the first anniversary of the grant date of September 15, 2011 and vests 6.25% at the end of each of the next twelve quarters.
- (10) Stock Appreciation Right vested 25% on the first anniversary of the grant date of June 14, 2012 and vests 6.25% at the end of each of the next twelve quarters.

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