

COMSCORE, INC.
Form 3
June 26, 2007

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

OMB APPROVAL

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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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Abraham Magid M | | (Month/Day/Year) | COMSCORE, INC. [SCOR] | |
| (Last) | (First) | (Middle) | 06/26/2007 | |
| 11465 SUNSET HILLS ROAD,Â SUITE 200 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| RESTON,Â VAÂ 20190 | | | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | President & CEO | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. 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 | 712,249 ⁽¹⁾ | D | Â |
| Restricted Stock | 100,000 ⁽²⁾ | D | Â |
| Restricted Stock | 21,000 ⁽²⁾ | I | By Wife |
| Common Stock | 581,876 ⁽³⁾ | I | By Abraham Family Trust |

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

SEC 1473 (7-02)

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

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| 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 of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) | | |
|---|--|--|--|--|--|---|---------|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Incentive Stock Option Grant | Â (4) | 12/15/2013 | Common Stock | 541,099 | \$ 0.25 | D | Â |
| Non-Qualified Stock Option Grant | Â (5) | 04/08/2012 | Common Stock | 6,000 | \$ 2.5 | I | By Wife |
| Incentive Stock Option Grant | Â (6) | 04/27/2014 | Common Stock | 5,693 | \$ 0.25 | I | By Wife |
| Incentive Stock Option Grant | Â (7) | 04/27/2014 | Common Stock | 248 | \$ 0.25 | I | By Wife |
| Incentive Stock Option Grant | Â (8) | 04/27/2014 | Common Stock | 10,000 | \$ 0.25 | I | By Wife |
| Non-Qualified Stock Option Grant | Â (8) | 06/14/2015 | Common Stock | 8,000 | \$ 4.25 | I | By Wife |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Abraham Magid M 11465 SUNSET HILLS ROAD SUITE 200 RESTON, VA 20190 | Â X | Â | Â President & CEO | 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) This total includes 549,876 shares of Founders Stock; 42,373 shares converted from Series C-1 preferred stock and 120,000 shares from the exercise of stock options granted 6/6/0000.
 - (2) 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.
 - (3) Reporting person and spouse disclaim beneficial ownership of such shares except to the extent of their respective pecuniary interest. Vesting is based on milestones related to performance, of which, a total of 437,060 shares are vested as of the date hereof. Any unvested
 - (4) shares remaining under the this option grant, including any shares not addressed by the milestones, shall vest on the earlier of (i) December 16, 2009 or (ii) the consummation of a change in control, provided that reporting person remains a service provider.

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- (5) Options vest monthly over a three (3) month period and are fully vested as of the date herein.
- (6) Options vested immediately upon date of grant.
- (7) Options vest monthly over a two (2) month period and are fully vested as of the date herein.
- (8) 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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