FULGONI GIAN
Form 4
May 02, 2011

FORM 4

OMB APPROVAL

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

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)
04/28/2011

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Executive Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/29/2011		S		21,900 (1)	D	$ 30.1304	635,254	D	
Common Stock	05/02/2011		S		58,100 (1)	D	$ 30.3338	577,154	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 Amoun Underlying Securiti (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sh
Restricted Stock Unit	(2)	04/28/2011		A		11,654		(3)	(3)	Common Stock	11,6
Restricted Stock Unit	(2)	04/28/2011		A		15,871		(4)	(4)	Common Stock	15,8
Restricted Stock Unit	(2)	04/28/2011		A		40,564		(5)	(5)	Common Stock	40,5

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, Attorney-in-fact	05/02/2011
**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 November 2010.

(2) Each restricted stock unit represents a contingent right to receive one share of comScore, Inc. (the "Company") common stock.

(3) These restricted stock units are intended to represent the foregone cash salaries of the Reporting Person for the period from March 1, 2011 to December 31, 2011. These units shall vest on January 1, 2012, subject to the Reporting Person's continued employment through such date; provided, however, that to the extent the value of the restricted stock units on December 31, 2011 exceeds the salary foregone by the Reporting Person based on the then-closing price of the Company's common stock as reported on the NASDAQ Global Market, such number of restricted stock units representing the value of shares in excess of the foregone salary shall not vest and shall immediately forfeit to the Company.

(4) These restricted stock units were issued to the Reporting Person pursuant to the short-term bonus component of the Company's 2011 Executive Bonus Plan. These restricted stock units shall vest as to the value of the short-term bonus earned by the Reporting Person as determined by the Compensation Committee (the "Committee") of the Company's Board of Directors and based on the closing price of the Company's common stock as reported on the NASDAQ Global Market at the time of determination, which is expected to be in first quarter 2012. To the extent the value of the restricted stock units based on the closing price of the Company's common stock as reported on the NASDAQ Global Market at the time of determination exceeds

the awarded short-term bonus at the time such determination is made, such number of restricted stock units representing the value of shares in excess of the short-term bonus shall not vest and shall immediately forfeit to the Company.

(5) These restricted stock units were issued to the Reporting Person pursuant to the long-term bonus component of the Company's 2011 Executive Bonus Plan. These restricted stock units vest as to the value of the long-term bonus earned by the Reporting Person as determined by the Committee and based on the closing price of the Company's common stock as reported on the NASDAQ Global Market at the time of determination, which is expected to be in first quarter 2012. To the extent the value of the restricted stock units based on the closing price of the Company's common stock as reported on the NASDAQ Global Market at the time of determination exceeds the awarded long-term bonus at the time such determination is made, such number of restricted stock units representing the value of shares in excess of the long-term bonus shall not become eligible to vest and shall immediately forfeit to the Company. To the extent the value of the restricted stock units awarded to each named executive officer for long-term bonus are less than the awarded bonus based on the closing price of the Company's common stock as reported on the NASDAQ Global Market at the time of determination, the Company shall award additional shares of common stock representing the shortfall. One-quarter of the number of shares of the that are determined to be eligible for vesting with respect to their long-term bonus shall vest immediately upon the date of determination, and one-quarter of the shares eligible to vest would vest annually thereafter beginning on the first anniversary of the date of determination until all the shares eligible to vest have vested, subject to continued employment through each of the vesting dates.

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.