

ARBITRON INC
Form 4
November 15, 2007

FORM 4

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

OMB APPROVAL

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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 *
BOUVARD PIERRE C

(Last) (First) (Middle)
142 WEST 57TH STREET
(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ARBITRON INC [ARB]

3. Date of Earliest Transaction (Month/Day/Year)
11/13/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, Sales & Marketing

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/13/2007 | | M | | 7,274 | A | \$ 38.88 |
| | | | | | 33,132.8793 | | (1) |
| Common Stock | 11/13/2007 | | M | | 12,779 | A | \$ 41.05 |
| | | | | | 45,911.8793 | | (1) |
| Common Stock | 11/13/2007 | | S(2) | | 200 | D | \$ 51.05 |
| | | | | | 45,711.8793 | | (1) |
| Common Stock | 11/13/2007 | | S(2) | | 300 | D | \$ 51.16 |
| | | | | | 45,411.8793 | | (1) |
| Common Stock | 11/13/2007 | | S(2) | | 200 | D | \$ 51.19 |
| | | | | | 45,211.8793 | | (1) |

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| | | | | | | | |
|--------------|------------|-------------|-------|---|-----------|--------------------|---|
| Common Stock | 11/13/2007 | <u>S(2)</u> | 300 | D | \$ 51.21 | 44,911.8793 (1) | D |
| Common Stock | 11/13/2007 | <u>S(2)</u> | 400 | D | \$ 51.22 | 44,511.8793 (1) | D |
| Common Stock | 11/13/2007 | <u>S(2)</u> | 200 | D | \$ 51.23 | 44,311.8793 (1) | D |
| Common Stock | 11/13/2007 | <u>S(2)</u> | 200 | D | \$ 51.24 | 44,111.8793 (1) | D |
| Common Stock | 11/13/2007 | <u>S(2)</u> | 300 | D | \$ 51.25 | 43,811.8793 (1) | D |
| Common Stock | 11/13/2007 | <u>S(2)</u> | 300 | D | \$ 51.26 | 43,511.8793 (1) | D |
| Common Stock | 11/13/2007 | <u>S(2)</u> | 1,000 | D | \$ 51.27 | 42,511.8793 (1) | D |
| Common Stock | 11/13/2007 | <u>S(2)</u> | 700 | D | \$ 51.28 | 41,811.8793 (1) | D |
| Common Stock | 11/13/2007 | <u>S(2)</u> | 1,253 | D | \$ 51.29 | 40,558.8793 (1) | D |
| Common Stock | 11/13/2007 | <u>S(2)</u> | 500 | D | \$ 51.3 | 40,058.8793 (1) | D |
| Common Stock | 11/13/2007 | <u>S(2)</u> | 100 | D | \$ 51.31 | 39,958.8793 (1) | D |
| Common Stock | 11/13/2007 | <u>S(2)</u> | 100 | D | \$ 51.32 | 39,858.8793 (1) | D |
| Common Stock | 11/13/2007 | <u>S(2)</u> | 400 | D | \$ 51.33 | 39,458.8793 (1) | D |
| Common Stock | 11/13/2007 | <u>S(2)</u> | 200 | D | \$ 51.34 | 39,258.8793 (1) | D |
| Common Stock | 11/13/2007 | <u>S(2)</u> | 200 | D | \$ 51.36 | 39,058.8793 (1) | D |
| Common Stock | 11/13/2007 | <u>S(2)</u> | 400 | D | \$ 51.37 | 38,658.8793 (1) | D |
| Common Stock | 11/13/2007 | <u>S(2)</u> | 100 | D | \$ 51.385 | 38,558.8793 (1) | D |
| Common Stock | 11/13/2007 | <u>S(2)</u> | 400 | D | \$ 51.39 | 38,158.8793 (1) | D |
| Common Stock | 11/13/2007 | <u>S(2)</u> | 100 | D | \$ 51.4 | 38,058.8793 (1) | D |
| Common Stock | 11/13/2007 | <u>S(2)</u> | 300 | D | \$ 51.41 | 37,758.8793 (1) | D |
| | 11/13/2007 | <u>S(2)</u> | 800 | D | \$ 51.42 | | D |

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| | | | | | | | |
|--------------|------------|------------------|-----|---|----------|---------------------------|---|
| Common Stock | | | | | | 36,958.8793 <u>(1)</u> | |
| Common Stock | 11/13/2007 | S ⁽²⁾ | 300 | D | \$ 51.43 | 36,658.8793 <u>(1)</u> | D |
| Common Stock | 11/13/2007 | S ⁽²⁾ | 700 | D | \$ 51.44 | 35,958.8793 <u>(1)</u> | D |
| Common Stock | 11/13/2007 | S ⁽²⁾ | 200 | D | \$ 51.45 | 35,758.8793 <u>(1)</u> | D |
| Common Stock | 11/13/2007 | S ⁽²⁾ | 500 | D | \$ 51.46 | 35,258.8793 <u>(1)</u> | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 38.88 | 11/13/2007 | | M | 7,274 | <u>(3)</u> 03/01/2016 | Common Stock | 7,274 |
| Non-Qualified Stock Option (right to buy) | \$ 41.05 | 11/13/2007 | | M | 12,779 | <u>(4)</u> 02/23/2015 | Common Stock | 12,779 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BOUVARD PIERRE C 142 WEST 57TH STREET NEW YORK, NY 10019 | | | President, Sales & Marketing | |

Signatures

/s/ Timothy T. Smith, Attorney in Fact for Pierre C.
Bouvard

11/15/2007

__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) Includes shares acquired under the issuer's ESPP in transactions that were exempt from reporting on Form 4. Information is as of November 14, 2007.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 20, 2007.
- (3) The options vest in three equal installments on March 1, 2007, 2008 and 2009.
- (4) The options vest in three equal installments on February 23, 2006, 2007 and 2008.

Remarks:

This filing is one of two Form 4 filings disclosing the transaction taking place on November 13, 2007 for the reporting person.

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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