

Abrams David C
 Form 3
 May 17, 2012

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 ABRAMS CAPITAL MANAGEMENT, L.P. | | | (Month/Day/Year) | ARBITRON INC [ARB] | |
| (Last) | (First) | (Middle) | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 222 BERKELEY STREET, 22ND FLOOR,Â | | | | (Check all applicable) | |
| (Street) | | | | ___ Director | __X__ 10% Owner |
| BOSTON,Â MAÂ 02116 | | | | ___ Officer | ___ Other |
| (City) | (State) | (Zip) | | (give title below) | (specify below) |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | | ___ Form filed by One Reporting Person | |
| | | | | __X__ Form filed by More than One Reporting Person | |

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 | 2,715,943 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> |

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)

| 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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ABRAMS CAPITAL MANAGEMENT, L.P. 222 BERKELEY STREET, 22ND FLOOR BOSTON, MA 02116 | ^ | ^ X | ^ | ^ |
| ABRAMS CAPITAL MANAGEMENT, LLC 222 BERKELEY STREET, 22ND FLOOR BOSTON, MA 02116 | ^ | ^ X | ^ | ^ |
| ABRAMS CAPITAL LLC 222 BERKELEY STREET 22ND FLOOR BOSTON, MA 02116 | ^ | ^ X | ^ | ^ |
| Abrams David C 222 BERKELEY STREET 22ND FLOOR BOSTON, MA 02116 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|--|------------|
| /s/ Abrams Capital Management, L.P., by Abrams Capital Management, LLC, the General Partner, by David C. Abrams, Managing Member | 05/17/2012 |
| **Signature of Reporting Person | Date |
| /s/ Abrams Capital Management, LLC, by David C. Abrams, Managing Member | 05/17/2012 |
| **Signature of Reporting Person | Date |
| /s/ Abrams Capital, LLC, by David C. Abrams, Managing Member | 05/17/2012 |
| **Signature of Reporting Person | Date |
| /s/ David C. Abrams | 05/17/2012 |
| **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) These securities are held by investment funds, the general partner and/or investment adviser of which is directly or indirectly controlled by David C. Abrams. In such capacity, Mr. Abrams may be deemed to beneficially own the reported securities.
These securities are held by investment funds for which Abrams Capital Management, L.P. (the "LP") serves as investment adviser.
 - (2) Abrams Capital Management, LLC (the "LLC") serves as the general partner of the LP. In their respective capacities, each of the LP and the LLC may be deemed to beneficially own the reported securities.
 - (3) A portion of these securities are held by investment funds for which Abrams Capital, LLC ("Abrams Capital") serves as general partner. In such capacity, Abrams Capital may be deemed to beneficially own the reported securities.

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- Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, and
- (4) the inclusion of such securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.
 - (5) As of May 2, 2012, Abrams Capital may be deemed to beneficially own 2,542,807 shares of Common Stock and Mr. Abrams, the LP and the LLC may be deemed to beneficially own 2,715,943 shares of Common Stock.

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.