

KITTELBERGER LARRY E  
Form 4  
January 04, 2012

**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 \*  
KITTELBERGER LARRY E

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
9705 PATUXENT WOODS DRIVE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/03/2012

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

COLUMBIA, MD 21046

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/03/2012		M		505	A	\$ 34.66
Common Stock	01/03/2012		M		744	A	\$ 30.23
Common Stock	01/03/2012		M		643	A	\$ 35
Common Stock	01/03/2012		M		662	A	\$ 34
Common Stock	01/03/2012		M		789	A	\$ 31.7
	01/03/2012		S <sup>(1)</sup>		3,343	D	\$ 36
					0		0

Common  
Stock

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)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option (right to buy)	\$ 34.66	01/03/2012		M	505	04/01/2002 04/01/2012	Common Stock	505	
Non-Qualified Stock Option (right to buy)	\$ 30.23	01/03/2012		M	744	07/01/2002 07/01/2012	Common Stock	744	
Non-Qualified Stock Option (right to buy)	\$ 35	01/03/2012		M	643	10/01/2002 10/01/2012	Common Stock	643	
Non-Qualified Stock Option (right to buy)	\$ 34	01/03/2012		M	662	01/02/2003 01/02/2013	Common Stock	662	
Non-Qualified Stock Option (right to buy)	\$ 31.7	01/03/2012		M	789	03/31/2003 03/31/2013	Common Stock	789	

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

KITTELBERGER LARRY E  
9705 PATUXENT WOODS DRIVE  
COLUMBIA, MD 21046

## Signatures

Timothy T. Smith, Attorney in Fact for Larry E.  
Kittelberger

01/04/2012

\_\_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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 28, 2011.

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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