

POST RICHARD A
Form 4
December 19, 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 *
POST RICHARD A

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)
12/18/2012

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		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	12/18/2012		M		1,572	A	\$ 41.72	2,572	D	
Common Stock	12/18/2012		M		869	A	\$ 40.26	3,441	D	
Common Stock	12/18/2012		M		5,000	A	\$ 39.18	8,441	D	
Common Stock	12/18/2012		M		893	A	\$ 39.18	9,334	D	
Common Stock	12/18/2012		M		466	A	\$ 42.9	9,800	D	
	12/18/2012		M		7,000	A	\$ 41.02	16,800	D	

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Common Stock							
Common Stock	12/18/2012		M	466	A	\$ 42.9	17,266 D
Common Stock	12/18/2012		M	502	A	\$ 39.84	17,768 D
Common Stock	12/18/2012		M	527	A	\$ 37.98	18,295 D
Common Stock	12/18/2012		M	7,000	A	\$ 39.87	25,295 D
Common Stock	12/18/2012		M	522	A	\$ 38.33	25,817 D
Common Stock	12/18/2012		M	540	A	\$ 37.01	26,357 D
Common Stock	12/18/2012		M	460	A	\$ 43.44	26,817 D
Common Stock	12/18/2012		M	15,719	A	\$ 20.52	42,536 D
Common Stock	12/18/2012		M	15,000	A	\$ 26.66	57,536 D
Common Stock	12/18/2012		<u>S</u> ⁽¹⁾	56,536	D	\$ 47.0206 <u>(2)</u>	1,000 D

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of S
Non-Qualified	\$ 41.72	12/18/2012		M	1,572	12/31/2003	12/31/2013	Common	1,

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Stock Option (right to buy)								Stock	
Non-Qualified Stock Option (right to buy)	\$ 40.26	12/18/2012	M	869	03/31/2004	03/31/2014	Common Stock	8	
Non-Qualified Stock Option (right to buy)	\$ 39.18	12/18/2012	M	5,000	12/31/2004	12/31/2014	Common Stock	5,	
Non-Qualified Stock Option (right to buy)	\$ 39.18	12/18/2012	M	893	12/31/2004	12/31/2014	Common Stock	8	
Non-Qualified Stock Option (right to buy)	\$ 42.9	12/18/2012	M	466	03/31/2005	03/31/2015	Common Stock	4	
Non-Qualified Stock Option (right to buy)	\$ 41.02	12/18/2012	M	7,000	05/24/2005	05/24/2015	Common Stock	7,	
Non-Qualified Stock Option (right to buy)	\$ 42.9	12/18/2012	M	466	06/30/2005	06/30/2015	Common Stock	4	
Non-Qualified Stock Option (right to buy)	\$ 39.84	12/18/2012	M	502	09/30/2005	09/30/2015	Common Stock	5	
Non-Qualified Stock Option (right to buy)	\$ 37.98	12/18/2012	M	527	12/30/2005	12/30/2015	Common Stock	5	
Non-Qualified Stock Option (right to buy)	\$ 39.87	12/18/2012	M	7,000	05/24/2006	05/24/2016	Common Stock	7,	
Non-Qualified Stock Option (right to buy)	\$ 38.33	12/18/2012	M	522	05/30/2006	05/30/2016	Common Stock	5	
Non-Qualified Stock Option (right to buy)	\$ 37.01	12/18/2012	M	540	09/29/2006	09/29/2016	Common Stock	5	
Non-Qualified Stock Option (right to buy)	\$ 43.44	12/18/2012	M	460	12/29/2006	12/29/2016	Common Stock	4	
Non-Qualified Stock Option (right to buy)	\$ 20.52	12/18/2012	M	15,719	05/27/2009	05/29/2019	Common Stock	15	
Non-Qualified Stock Option (right to buy)	\$ 26.66	12/18/2012	M	15,000	03/31/2010	03/31/2020	Common Stock	15	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POST RICHARD A 9705 PATUXENT WOODS DRIVE COLUMBIA, MD 21046		X		

Signatures

/s/ Timothy T. Smith Attorney in Fact for Richard A.
Post

12/19/2012

__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 November 9, 2011.
- The price in column 4 is a weighted average price. The shares were sold in transactions at prices ranging from \$46.83 to \$47.1950,
- (2) inclusive. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

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.