

POST RICHARD A
Form 4
April 05, 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)
04/03/2012

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	04/03/2012		M		200	A	\$ 36.52
Common Stock	04/03/2012		S ⁽¹⁾		200	D	\$ 38
Common Stock	04/03/2012		M		600	A	\$ 36.61
Common Stock	04/03/2012		S ⁽¹⁾		600	D	\$ 38
Common Stock	04/03/2012		M		591	A	\$ 33.82
	04/03/2012		S ⁽¹⁾		591	D	\$ 38

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Common
Stock

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 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)	\$ 36.52	04/03/2012		M	200	06/30/2004 06/30/2014		Common Stock	200
Non-Qualified Stock Option (right to buy)	\$ 36.61	04/03/2012		M	600	09/30/2004 09/30/2014		Common Stock	600
Non-Qualified Stock Option (right to buy)	\$ 33.82	04/03/2012		M	591	03/31/2006 03/31/2016		Common Stock	591

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

POST RICHARD A
9705 PATUXENT WOODS DRIVE X
COLUMBIA, MD 21046

Signatures

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

04/05/2012

__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.

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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