

LEGGE MARILOU  
Form 3  
July 02, 2010

**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 <b>and</b> Ticker or Trading Symbol                         |  |
| Â LEGGE MARILOU                           |         | (Month/Day/Year)                     | ARBITRON INC [ARB]   |  |
| (Last)                                    | (First) | (Middle)                             | 06/24/2010   |  |
| ARBITRON INC.,Â 9705 PATUXENT WOODS DRIVE |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| COLUMBIA,Â MDÂ 21046                      |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | EVP-OE & Corp Communications   |  |

**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                    | 1,305 <sup>(1)</sup>                                  | D  | Â   |
| Common Stock                    | 2,000 <sup>(2)</sup>                                  | D  | Â   |
| Common Stock                    | 4.12 <sup>(3)</sup>                                   | D  | Â   |

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 | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial |
|--|--|--|---------------|--------------|----------------------------------|
|--|--|--|---------------|--------------|----------------------------------|

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|   | Date Exercisable | Expiration Date | Derivative Security (Instr. 4)<br>Title | Amount or Number of Shares | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | Ownership (Instr. 5) |
|---|------------------|-----------------|---|----------------------------|--|--|----------------------|
| Non-Qualified Stock Option (right to buy) | 01/27/2008       | 01/27/2015      | Common Stock                            | 1,000                      | \$ 40.25                                 | D  | Â                    |
| Non-Qualified Stock Option (right to buy) | 06/01/2007       | 06/01/2016      | Common Stock                            | 4,000                      | \$ 40.36                                 | D  | Â                    |
| Non-Qualified Stock Option (right to buy) | 05/15/2008       | 05/15/2017      | Common Stock                            | 3,000                      | \$ 48.25                                 | D  | Â                    |
| Non-Qualified Stock Option (right to buy) | Â <sup>(4)</sup> | 07/13/2019      | Common Stock                            | 20,000                     | \$ 16.49                                 | D  | Â                    |
| Non-Qualified Stock Option (right to buy) | Â <sup>(5)</sup> | 03/04/2020      | Common Stock                            | 10,352                     | \$ 22.17                                 | D  | Â                    |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                                |
|---|---------------|-----------|---------|--------------------------------|
|   | Director      | 10% Owner | Officer | Other                          |
| LEGGE MARILOU<br>ARBITRON INC.<br>9705 PATUXENT WOODS DRIVE<br>COLUMBIA, MD 21046 | Â             | Â         | Â       | Â EVP-OE & Corp Communications |

## Signatures

Timothy T. Smith, Attorney in Fact for Marilou B. Legge  
07/02/2010

\_\_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) Represents restricted stock units that vest in four equal annual installments. The first and second installments vested on June 3, 2009 and June 3, 2010, respectively.
- (2) Represents restricted stock units that will vest in four equal annual installments beginning on July 13, 2010.
- (3) Includes shares acquired under the issuer's ESPP.
- (4) Represents stock options that vest and become exercisable in three equal annual installments commencing on the first anniversary of the date of grant. The first installment becomes exercisable on July 13, 2010.
- (5) Represents stock options that vest and become exercisable in three equal annual installments commencing on the first anniversary of the date of grant. The first installment becomes exercisable on March 4, 2011.

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.