

KITTELBERGER LARRY E
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 *
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)
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 (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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	Price		
Common Stock	12/18/2012		M		7,000	\$ 32.75	7,000	D
Common Stock	12/18/2012		M		1,260	\$ 35.7	8,260	D
Common Stock	12/18/2012		M		992	\$ 35.3	9,252	D
Common Stock	12/18/2012		M		839	\$ 41.72	10,091	D
Common Stock	12/18/2012		M		7,000	\$ 36.75	17,091	D
	12/18/2012		M		3,000		20,091	D

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Common Stock						\$ 36.52		
Common Stock	12/18/2012		M	7,000	A	\$ 41.02	27,091	D
Common Stock	12/18/2012		M	7,000	A	\$ 39.87	34,091	D
Common Stock	12/18/2012		M	15,719	A	\$ 20.52	49,810	D
Common Stock	12/18/2012		S ⁽¹⁾	49,810	D	\$ 47.18	0	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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Non-Qualified Stock Option (right to buy)	\$ 32.75	12/18/2012		M	7,000	11/20/2003 05/20/2013	Common Stock	7,	
Non-Qualified Stock Option (right to buy)	\$ 35.7	12/18/2012		M	1,260	06/30/2003 06/30/2013	Common Stock	1,	
Non-Qualified Stock Option (right to buy)	\$ 35.3	12/18/2012		M	992	09/30/2003 09/30/2013	Common Stock	9	
Non-Qualified Stock Option (right to buy)	\$ 41.72	12/18/2012		M	839	12/31/2003 12/31/2013	Common Stock	8	
Non-Qualified Stock Option (right to buy)	\$ 36.75	12/18/2012		M	7,000	05/17/2004 05/17/2014	Common Stock	7,	

Non-Qualified Stock Option (right to buy)	\$ 36.52	12/18/2012	M	3,000	06/30/2004	06/30/2014	Common Stock	3,
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)	\$ 39.87	12/18/2012	M	7,000	05/24/2006	05/24/2016	Common Stock	7,
Non-Qualified Stock Option (right to buy)	\$ 20.52	12/18/2012	M	15,719	05/27/2009	05/27/2019	Common Stock	15

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KITTELBERGER LARRY E 9705 PATUXENT WOODS DRIVE COLUMBIA, MD 21046		X		

Signatures

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

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 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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