

ARBITRON INC  
Form 4  
October 03, 2007

**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 \*  
**MORRIS STEPHEN B**

(Last) (First) (Middle)  
**142 WEST 57TH STREET**  
  
(Street)

**NEW YORK, NY 10019**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**10/01/2007**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman, President and CEO**

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

**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	10/01/2007		S <sup>(1)</sup>		300	D	\$ 46.5
Common Stock	10/01/2007		S <sup>(1)</sup>		300	D	\$ 46.39
Common Stock	10/01/2007		S <sup>(1)</sup>		200	D	\$ 46.51
Common Stock	10/01/2007		S <sup>(1)</sup>		200	D	\$ 46.48
Common Stock	10/01/2007		S <sup>(1)</sup>		100	D	\$ 46.49

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Common Stock	10/01/2007	<u>S</u> (1)	100	D	\$ 46.53	111,081	D
Common Stock	10/01/2007	<u>S</u> (1)	100	D	\$ 46.33	110,981	D
Common Stock	10/01/2007	<u>S</u> (1)	100	D	\$ 46.28	110,881	D
Common Stock	10/01/2007	<u>S</u> (1)	100	D	\$ 46.26	110,781	D
Common Stock	10/01/2007	<u>S</u> (1)	100	D	\$ 46.22	110,681	D
Common Stock	10/01/2007	<u>S</u> (1)	100	D	\$ 46.19	110,581	D
Common Stock	10/01/2007	<u>S</u> (1)	100	D	\$ 46.2	110,481	D
Common Stock	10/01/2007	<u>S</u> (1)	100	D	\$ 46.18	110,381	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Code V (A) (D)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

MORRIS STEPHEN B  
142 WEST 57TH STREET  
NEW YORK, NY 10019

X

Chairman, President and CEO

## Signatures

/s/ Timothy T. Smith Attorney in Fact for Stephen B.  
Morris

10/03/2007

\_\_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 December 5, 2006.

### Remarks:

This is part two of two Form 4 filings disclosing the transaction taking place on October 1, 2007 for the above reporting person.

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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