

ARBITRON INC  
Form 4  
October 26, 2007

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**CHARLEBOIS OWEN**

(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)  
10/24/2007

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)  
Pres., Operation, Tech & R&D

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 or Price   |  |                                   |
| Common Stock                    | 10/24/2007                           |  | M                              |   | 29,400 A \$ 38.26   | 63,860.1397 (1)  | D                                 |
| Common Stock                    | 10/24/2007                           |  | S                              |   | 7,200 D \$ 50   | 56,660.1397 (1)  | D                                 |
| Common Stock                    | 10/24/2007                           |  | S                              |   | 100 D \$ 50.02  | 56,560.1397 (1)  | D                                 |
| Common Stock                    | 10/24/2007                           |  | S                              |   | 500 D \$ 50.09  | 56,060.1397 (1)  | D                                 |
| Common Stock                    | 10/24/2007                           |  | S                              |   | 300 D \$ 50.1   | 55,760.1397 (1)  | D                                 |

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|              |            |   |       |   |          |                           |   |
|--------------|------------|---|-------|---|----------|---------------------------|---|
| Common Stock | 10/24/2007 | S | 900   | D | \$ 50.11 | 54,860.1397<br><u>(1)</u> | D |
| Common Stock | 10/24/2007 | S | 100   | D | \$ 50.12 | 54,760.1397<br><u>(1)</u> | D |
| Common Stock | 10/24/2007 | S | 700   | D | \$ 50.13 | 54,060.1397<br><u>(1)</u> | D |
| Common Stock | 10/24/2007 | S | 1,800 | D | \$ 50.14 | 52,260.1397<br><u>(1)</u> | D |
| Common Stock | 10/24/2007 | S | 200   | D | \$ 50.15 | 52,060.1397<br><u>(1)</u> | D |
| Common Stock | 10/24/2007 | S | 800   | D | \$ 50.16 | 51,260.1397<br><u>(1)</u> | D |
| Common Stock | 10/24/2007 | S | 300   | D | \$ 50.18 | 50,960.1397<br><u>(1)</u> | D |
| Common Stock | 10/24/2007 | S | 4,500 | D | \$ 50.2  | 46,460.1397<br><u>(1)</u> | D |
| Common Stock | 10/24/2007 | S | 4,400 | D | \$ 50.25 | 42,060.1397<br><u>(1)</u> | D |
| Common Stock | 10/24/2007 | S | 100   | D | \$ 50.31 | 41,960.1397<br><u>(1)</u> | D |
| Common Stock | 10/24/2007 | S | 900   | D | \$ 50.32 | 41,060.1397<br><u>(1)</u> | D |
| Common Stock | 10/24/2007 | S | 300   | D | \$ 50.33 | 40,760.1397<br><u>(1)</u> | D |
| Common Stock | 10/24/2007 | S | 200   | D | \$ 50.34 | 40,560.1397<br><u>(1)</u> | D |
| Common Stock | 10/24/2007 | S | 300   | D | \$ 50.35 | 40,260.1397<br><u>(1)</u> | D |
| Common Stock | 10/24/2007 | S | 400   | D | \$ 50.36 | 39,860.1397<br><u>(1)</u> | D |
| Common Stock | 10/24/2007 | S | 100   | D | \$ 50.37 | 39,760.1397<br><u>(1)</u> | D |
| Common Stock | 10/24/2007 | S | 1,000 | D | \$ 50.4  | 38,760.1397<br><u>(1)</u> | D |
| Common Stock | 10/24/2007 | S | 400   | D | \$ 50.48 | 38,360.1397<br><u>(1)</u> | D |
| Common Stock | 10/24/2007 | S | 500   | D | \$ 50.5  | 37,860.1397<br><u>(1)</u> | D |
| Common Stock | 10/24/2007 | S | 400   | D | \$ 50.64 | 37,460.1397<br><u>(1)</u> | D |
|              | 10/24/2007 | S | 500   | D |          |                           | D |

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|              |            |  |   |     |                |                |     |
|--------------|------------|--|---|-----|----------------|----------------|-----|
| Common Stock |            |  |   |     | \$ 36,960.1397 |                |     |
|              |            |  |   |     | 50.65          | (1)            |     |
| Common Stock | 10/24/2007 |  | S | 200 | D              | \$ 36,760.1397 | D   |
|              |            |  |   |     |                | 50.66          | (1) |
| Common Stock | 10/24/2007 |  | S | 600 | D              | \$ 36,160.1397 | D   |
|              |            |  |   |     |                | 50.67          | (1) |
| Common Stock | 10/24/2007 |  | S | 800 | D              | \$ 35,360.1397 | D   |
|              |            |  |   |     |                | 50.68          | (1) |
| Common Stock | 10/24/2007 |  | S | 100 | D              | \$ 35,260.1397 | D   |
|              |            |  |   |     |                | 50.69          | (1) |

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 | Am or Num of S |
| Non-Qualified Stock Option (right to buy)  | \$ 38.26   | 10/24/2007                           |  | M                              | 29,400  | 08/19/2005 08/19/2014                                    | Common Stock  | 29    |                |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| CHARLEBOIS OWEN<br>142 WEST 57TH STREET<br>NEW YORK, NY 10019 |               |           | Pres., Operation, Tech & R&D |       |

## Signatures

/s/ Timothy T. Smith, Attorney in Fact for Owen  
Charlebois

10/26/2007

\_\_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) Includes shares acquired under the issuer's ESPP in transactions that were exempt from reporting on Form 4. Information is as of October 25, 2007.

### Remarks:

This filing is one of two Form 4 filings disclosing the transaction taking place on October 24, 2007 for the above reporting per

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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