

Abrams David C
Form 4
March 09, 2011

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 *
ABRAMS CAPITAL
MANAGEMENT, L.P.

(Last) (First) (Middle)

222 BERKELEY STREET, 22ND
FLOOR,

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/07/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 03/07/2011 | | | S 70,000 D \$ 40.7902 | 3,227,272 | I | See Footnotes (1) (2) (3) (4) (5) (6) |
| Common Stock | 03/07/2011 | | | S 160,000 D \$ 40.5628 | 3,067,272 | I | See Footnotes (1) (2) (3) (4) (5) (6) |
| Common Stock | 03/08/2011 | | | S 4,900 D \$ 40.0938 | 3,062,372 | I | See Footnotes (1) (2) (3) (4) (5) (6) |

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Common Stock 03/08/2011 S 35,197 D \$ 40.0871 3,027,175 I See Footnotes

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

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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 (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ABRAMS CAPITAL MANAGEMENT, L.P. 222 BERKELEY STREET, 22ND FLOOR BOSTON, MA 02116 | | X | | |
| ABRAMS CAPITAL MANAGEMENT, LLC 222 BERKELEY STREET, 22ND FLOOR BOSTON, MA 02116 | | X | | |
| ABRAMS CAPITAL LLC 222 BERKELEY STREET 22ND FLOOR BOSTON, MA 02116 | | X | | |
| Abrams Capital Partners II, L.P. 222 BERKELEY STREET, 22ND FLOOR BOSTON, MA 02116 | | X | | |
| Abrams David C 222 BERKELEY STREET 22ND FLOOR | | X | | |

BOSTON, MA 02116

Signatures

| | |
|--|------------|
| /s/ Abrams Capital Management, L.P., by Abrams Capital Management, LLC, the General Partner, by David C. Abrams, Managing Member | 03/09/2011 |
| __Signature of Reporting Person | Date |
| /s/ Abrams Capital Management, LLC, by David C. Abrams, Managing Member | 03/09/2011 |
| __Signature of Reporting Person | Date |
| /s/ Abrams Capital, LLC, by David C. Abrams, Managing Member | 03/09/2011 |
| __Signature of Reporting Person | Date |
| /s/ Abrams Capital Partners II, L.P., by Abrams Capital, LLC, the General Partner, by David C. Abrams, Managing Member | 03/09/2011 |
| __Signature of Reporting Person | Date |
| /s/ David C. Abrams | 03/09/2011 |
| __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) These securities are held by investment funds, the general partner and/or investment adviser of which is directly or indirectly controlled by David C. Abrams. In such capacity, Mr. Abrams may be deemed to beneficially own the reported securities.
 These securities are held by investment funds for which Abrams Capital Management, L.P. (the "LP") serves as investment adviser.
- (2) Abrams Capital Management, LLC (the "LLC") serves as the general partner of the LP. In their respective capacities, each of the LP and the LLC may be deemed to beneficially own the reported securities.
- (3) A portion of these securities are held by investment funds for which Abrams Capital, LLC ("Abrams Capital") serves as general partner. In such capacity, Abrams Capital may be deemed to beneficially own the reported securities.
 Abrams Capital Partners II, L.P. ("ACP II"), one of the investment funds referred to above, held 2,553,099 shares of Common Stock prior to March 7, 2011, as previously reported. Of the shares reported herein as being sold on March 7, 2011, 54,202 shares were sold by ACP II for \$40.7902 per share and 123,889 shares were sold by ACP II for 40.5628 per share. Of the shares reported herein as being sold on March 8, 2011, 3,794 shares were sold by ACP II for \$40.0938 per share and 27,253 shares were sold by ACP II for \$40.0871 per share.
- (5) Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, and the inclusion of such securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.
 ACP II may be deemed to beneficially own 2,343,961 shares of Common Stock. Abrams Capital may be deemed to beneficially own 2,834,024 shares of Common Stock. Mr. Abrams, the LP and the LLC be deemed to beneficially own 3,027,175 shares of Common Stock.
- (6) As of the date of this report, ACP II beneficially owns less than 10% of the shares of Common Stock outstanding and will no longer be listed as a 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. 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.