

POST RICHARD A
Form 4
April 17, 2012

FORM 4

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

OMB APPROVAL

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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 *
POST RICHARD A

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)
04/13/2012

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

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

COLUMBIA, MD 21046

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 04/13/2012 | | M | A | \$ 34 2,056 | D | |
| Common Stock | 04/13/2012 | | S ⁽¹⁾ | D | \$ 38.0108 1,000 | D | |
| Common Stock | 04/13/2012 | | M | A | \$ 35.3 2,666 | D | |
| Common Stock | 04/13/2012 | | S ⁽¹⁾ | D | \$ 38.0027 1,000 | D | |
| Common Stock | 04/13/2012 | | M | A | \$ 36.52 1,621 | D | |

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| Stock | | | | | | | | |
|--------------|------------|--|------------------|-------|---|---------------------------|-------|---|
| Common Stock | 04/13/2012 | | S ⁽¹⁾ | 621 | D | \$ 38 | 1,000 | D |
| Common Stock | 04/13/2012 | | M | 356 | A | \$ 36.61 | 1,356 | D |
| Common Stock | 04/13/2012 | | S ⁽¹⁾ | 356 | D | \$ 38 | 1,000 | D |
| Common Stock | 04/16/2012 | | M | 7,000 | A | \$ 36.75 | 8,000 | D |
| Common Stock | 04/16/2012 | | S ⁽¹⁾ | 7,000 | D | \$ 38.131 ⁽⁴⁾ | 1,000 | D |
| Common Stock | 04/16/2012 | | M | 7,000 | A | \$ 32.75 | 8,000 | D |
| Common Stock | 04/16/2012 | | S ⁽¹⁾ | 7,000 | D | \$ 38.294 ⁽⁵⁾ | 1,000 | D |
| Common Stock | 04/16/2012 | | M | 3,000 | A | \$ 36.52 | 4,000 | D |
| Common Stock | 04/16/2012 | | S ⁽¹⁾ | 3,000 | D | \$ 38.131 ⁽⁶⁾ | 1,000 | D |
| Common Stock | 04/16/2012 | | M | 1,926 | A | \$ 35.7 | 2,926 | D |
| Common Stock | 04/16/2012 | | S ⁽¹⁾ | 1,926 | D | \$ 38.1025 ⁽⁷⁾ | 1,000 | 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.

SEC 1474
(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 | Amount or Number of |

| | | | | | | | | | Share |
|---|----------|------------|---|-------|------------|------------|-----------------|-----|-------|
| Non-Qualified Stock Option (right to buy) | \$ 34 | 04/13/2012 | M | 1,056 | 01/02/2003 | 01/02/2013 | Common Stock | 1,0 | 1,0 |
| Non-Qualified Stock Option (right to buy) | \$ 35.3 | 04/13/2012 | M | 1,666 | 09/30/2003 | 09/30/2013 | Common Stock | 1,6 | 1,6 |
| Non-Qualified Stock Option (right to buy) | \$ 36.52 | 04/13/2012 | M | 621 | 06/30/2004 | 06/30/2014 | Common Stock | 62 | 62 |
| Non-Qualified Stock Option (right to buy) | \$ 36.61 | 04/13/2012 | M | 356 | 09/30/2004 | 09/30/2014 | Common Stock | 35 | 35 |
| Non-Qualified Stock Option (right to buy) | \$ 36.75 | 04/16/2012 | M | 7,000 | 05/17/2004 | 05/17/2014 | Common Stock | 7,0 | 7,0 |
| Non-Qualified Stock Option (right to buy) | \$ 32.75 | 04/16/2012 | M | 7,000 | 11/20/2003 | 05/20/2013 | Common Stock | 7,0 | 7,0 |
| Non-Qualified Stock Option (right to buy) | \$ 36.52 | 04/16/2012 | M | 3,000 | 06/30/2004 | 06/30/2014 | Common Stock | 3,0 | 3,0 |
| Non-Qualified Stock Option (right to buy) | \$ 35.7 | 04/16/2012 | M | 1,926 | 06/30/2003 | 06/30/2013 | Common Stock | 1,9 | 1,9 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| POST RICHARD A 9705 PATUXENT WOODS DRIVE COLUMBIA, MD 21046 | | | X | |

Signatures

/s/ Timothy T. Smith Attorney in Fact for Richard A.
Post

04/17/2012

__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 November 9, 2011.

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(2) The price in column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$38.00 to \$38.02, inclusive. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(3) The price in column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$38.00 to \$38.01, inclusive. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(4) The price in column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$38.04 to \$38.35, inclusive. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(5) The price in column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$38.10 to \$38.5075, inclusive. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(6) The price in column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$38.00 to \$38.16, inclusive. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(7) The price in column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$38.07 to \$38.12, inclusive. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

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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