Henry Vaughan Scott Form 4 June 05, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Henry Vaughan Scott

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

ARBITRON INC [ARB]

(Check all applicable)

(Last)

(First)

(Middle)

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

Director _X__ Officer (give title

10% Owner Other (specify

9705 PATUXENT WOODS DRIVE

(Street)

06/01/2012

below) **EVP**, Technology Solutions

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

COLUMBIA, MD 21046

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secui	rities Acq	uired, Disposed of	f, or Beneficial	ly 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 asaction(A) or Disposed of (D) e (Instr. 3, 4 and 5)			5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	06/01/2012		M	949	A	\$ 22.17	20,753.3716	D	
Common Stock	06/01/2012		S <u>(1)</u>	949	D	\$ 32.65	19,804.3716	D	
Common Stock	06/01/2012		M	1,500	A	\$ 20.29	21,304.3716	D	
Common Stock	06/01/2012		S <u>(1)</u>	1,500	D	\$ 32.65	19,804.3716	D	
Common Stock	06/01/2012		S <u>(1)</u>	1,000	D	\$ 32.65	18,804.3716	D	

Common Stock $78.6284 \frac{(2)}{2} \qquad I \qquad \qquad \frac{401(k)}{Plan}$

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

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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. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	tive Expiration Date (Month/Day/Year) of		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Share
Non-Qualified Stock Option (right to buy)	\$ 22.17	06/01/2012		M	949	(3)	03/04/2020	Commom Stock	949
Non-Qualified Stock Option (right to buy)	\$ 20.29	06/01/2012		M	1,500	<u>(4)</u>	05/20/2019	Common Stock	1,50

Reporting Owners

Reporting Owner Name / Address		Keiauonsinps	

Director 10% Owner Officer Other

Dalationahin

Henry Vaughan Scott

9705 PATUXENT WOODS DRIVE EVP, Technology Solutions

COLUMBIA, MD 21046

Signatures

Timothy T. Smith Attorney in Fact for V. Scott Henry 06/05/2012

**Signature of Reporting Person Date

Reporting Owners 2

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 23, 2011.
- (2) Information is as of June 1, 2012.
- The option, representing a right to purchase a total of 20,846 shares, became exercisable in three equal annual installments beginning on March 4, 2011, which was the first anniversary of the date on which the option was granted.
- (4) The option, representing a right to purchase a total of 43,390 shares, became exercisable in three equal annual installments beginning on May 20, 2010, which was the first anniversary of the date on which the option was granted.

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.