

NOGALES LUIS G
Form 4
May 15, 2012

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 *
NOGALES LUIS G

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)
05/14/2012

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

COLUMBIA, MD 21046

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

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/14/2012		M	A	\$ 7,000 32.75	7,000	D
Common Stock	05/14/2012		S ⁽¹⁾	D	\$ 7,000 35.37	0	D
Common Stock	05/14/2012		M	A	\$ 870 30.23	870	D
Common Stock	05/14/2012		S ⁽¹⁾	D	\$ 870 35.37	0	D
Common Stock	05/14/2012		M	A	\$ 774 35	774	D
	05/14/2012		S ⁽¹⁾	D		0	D

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Common Stock						\$ 35.37		
Common Stock	05/14/2012		M	1,085	A	\$ 31.7	1,085	D
Common Stock	05/14/2012		S ⁽¹⁾	1,085	D	\$ 35.37	0	D
Common Stock	05/14/2012		M	1,115	A	\$ 34	1,115	D
Common Stock	05/14/2012		S ⁽¹⁾	1,115	D	\$ 35.37	0	D

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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option (right-to-buy)	\$ 32.75	05/14/2012		M	7,000	11/20/2003	05/20/2013	Common Stock	7,000
Non-Qualified Stock Option (right-to-buy)	\$ 30.23	05/14/2012		M	870	07/01/2002	07/01/2012	Common Stock	870
Non-Qualified Stock Option (right-to-buy)	\$ 35	05/14/2012		M	774	10/01/2002	10/01/2012	Common Stock	774
Non-Qualified Stock Option (right-to-buy)	\$ 31.7	05/14/2012		M	1,085	03/31/2003	03/31/2013	Common Stock	1,085
Non-Qualified Stock Option	\$ 34	05/14/2012		M	1,115	01/02/2003	01/02/2013	Common Stock	1,115

(right-to-buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NOGALES LUIS G 9705 PATUXENT WOODS DRIVE COLUMBIA, MD 21046	X			

Signatures

/s/ Timothy T. Smith Attorney in Fact for Luis G.
Nogales

05/15/2012

__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 March 12, 2012.

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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