NOGALES LUIS G Form 4 May 15, 2012

FORM 4

Form 5

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction 1(b).

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

(Last)

(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]

(Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 05/14/2012

Filed(Month/Day/Year)

9705 PATUXENT WOODS DRIVE

(Street)

(First)

4. If Amendment, Date Original

below) 6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

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response...

Estimated average

burden hours per

Applicable Line)

_X__ Director

Officer (give title

Issuer

X Form filed by One Reporting Person Form filed by More than One Reporting Person

COLUMBIA, MD 21046

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	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. Transactic Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	05/14/2012		M	7,000	A	\$ 32.75	7,000	D	
Common Stock	05/14/2012		S(1)	7,000	D	\$ 35.37	0	D	
Common Stock	05/14/2012		M	870	A	\$ 30.23	870	D	
Common Stock	05/14/2012		S <u>(1)</u>	870	D	\$ 35.37	0	D	
Common Stock	05/14/2012		M	774	A	\$ 35	774	D	
	05/14/2012		S(1)	774	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 <u>(1)</u>	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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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)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Share
Non-Qualified Stock Option (right-to-buy)	\$ 32.75	05/14/2012		M	7,000	11/20/2003	05/20/2013	Common Stock	7,0
Non-Qualified Stock Option (right-to-buy)	\$ 30.23	05/14/2012		M	870	07/01/2002	07/01/2012	Common Stock	87
Non-Qualified Stock Option (right-to-buy)	\$ 35	05/14/2012		M	774	10/01/2002	10/01/2012	Common Stock	77
Non-Qualified Stock Option (right-to-buy)	\$ 31.7	05/14/2012		M	1,085	03/31/2003	03/31/2013	Common Stock	1,0
Non-Qualified Stock Option	\$ 34	05/14/2012		M	1,115	01/02/2003	01/02/2013	Common Stock	1,1

(right-to-buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

NOGALES LUIS G 9705 PATUXENT WOODS DRIVE X COLUMBIA, MD 21046

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. 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.

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