

ARBITRON INC
Form 4
November 15, 2007

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 *
DUPREE LINDA

(Last) (First) (Middle)
142 WEST 57TH STREET
(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/13/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, PPM New Product Develop.

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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)
			Code	V	Amount or Price		
Common Stock	11/13/2007		M		1,000 A \$ 23.91	19,443.098 (1)	D
Common Stock	11/13/2007		M		9,999 A \$ 38.26	29,442.098 (1)	D
Common Stock	11/13/2007		M		6,666 A \$ 41.05	36,108.098 (1)	D
Common Stock	11/13/2007		M		3,333 A \$ 38.88	39,441.098 (1)	D
Common Stock	11/13/2007		S(2)		20,998 D \$ 51.75	18,443.098 (1)	D

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Common Stock 1,513.7155 (1) I 401(k) Plan

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 (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)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 23.91	11/13/2007		M	1,000	10/20/2000 10/20/2009	Common Stock	1,000
Non-Qualified Stock Option (right to buy)	\$ 38.26	11/13/2007		M	9,999	08/19/2005 08/19/2014	Common Stock	9,999
Non-Qualified Stock Option (right to buy)	\$ 41.05	11/13/2007		M	6,666	02/23/2006 02/23/2015	Common Stock	6,666
Non-Qualified Stock Option (right to buy)	\$ 38.88	11/13/2007		M	3,333	03/01/2007 03/01/2016	Common Stock	3,333

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DUPREE LINDA
142 WEST 57TH STREET
NEW YORK, NY 10019

EVP, PPM New Product Develop.

Signatures

/s/ Timothy T. Smith, Attorney in Fact for Linda
Dupree

11/15/2007

__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) Includes shares acquired under the issuer's ESPP in transactions that were exempt from reporting on Form 4. Information is as of November 14, 2007.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 25, 2007.

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.