

HANLEY CAROL  
Form 3  
July 02, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â HANLEY CAROL		(Month/Day/Year)	ARBITRON INC [ARB]	
(Last)	(First)	(Middle)	06/24/2010	
ARBITRON INC.,Â 9705 PATUXENT WOODS DRIVE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
COLUMBIA,Â MDÂ 21046			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			EVP Chief Sales & Marketing	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	750 <sup>(1)</sup>	D	Â
Common Stock	230.39 <sup>(2)</sup>	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)	01/27/2006	01/27/2015	Common Stock	5,000	\$ 40.25	D	Â
Non-Qualified Stock Option (right to buy)	06/01/2007	06/01/2016	Common Stock	5,000	\$ 40.36	D	Â
Non-Qualified Stock Option (right to buy)	05/15/2008	05/15/2017	Common Stock	5,000	\$ 48.25	D	Â
Non-Qualified Stock Option (right to buy)	Â <sup>(3)</sup>	01/24/2018	Common Stock	3,000	\$ 40.31	D	Â
Non-Qualified Stock Option (right to buy)	Â <sup>(4)</sup>	05/13/2018	Common Stock	5,000	\$ 46.64	D	Â
Non-Qualified Stock Option (right to buy)	Â <sup>(5)</sup>	07/13/2019	Common Stock	7,500	\$ 16.49	D	Â
Non-Qualified Stock Option (right to buy)	Â <sup>(6)</sup>	03/04/2020	Common Stock	15,701	\$ 22.17	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HANLEY CAROL ARBITRON INC. 9705 PATUXENT WOODS DRIVE COLUMBIA, MD 21046	Â	Â	Â	Â
			EVP Chief Sales & Marketing	

## Signatures

Timothy T. Smith, Attorney in Fact for Carol Hanley  
Date: 07/02/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents restricted stock units that will vest in four equal annual installments commencing on the first anniversary of the date of grant, which is July 13, 2010.
  - (2) Includes shares acquired under the issuer's ESPP.
  - (3) The stock option is exercisable in three equal annual installments. The first and second installments became exercisable on January 24, 2009 and January 24, 2010, respectively. The final installment becomes exercisable on January 24, 2011.
  - (4) The stock option is exercisable in three equal annual installments. The first and second installments became exercisable on May 13, 2009 and May 13, 2010, respectively. The final installment becomes exercisable on May 13, 2011.
  - (5)

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Represents stock options that vest and become exercisable in three equal annual installments commencing on the first anniversary of the date of grant. The first installment becomes exercisable on July 13, 2010.

- (6) Represents stock options that vest and become exercisable in three equal annual installments commencing on the first anniversary of the date of grant. The first installment becomes exercisable on March 4, 2011.

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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