

ARBITRON INC
Form 4
March 08, 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 *
EMINENCE CAPITAL LLC

(Last) (First) (Middle)

65 EAST 55TH STREET, 25TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/06/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|------------------|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 03/06/2007 | | S | 207,000 | D \$ 45.29 | 3,138,600 | I | See footnote (1) |
| Common Stock | 03/07/2007 | | S | 105,000 | D \$ 44.95 | 3,033,600 | I | See footnote (1) |
| Common Stock | 03/08/2007 | | S | 120,000 | D \$ 45 | 2,913,600 | I | See footnote (1) |

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 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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EMINENCE CAPITAL LLC 65 EAST 55TH STREET 25TH FLOOR NEW YORK, NY 10022 | | X | | |
| Sandler Ricky C 65 EAST 55TH STREET 25TH FLOOR NEW YORK, NY 10022 | | X | | |

Signatures

/s/ Ricky C. Sandler 03/08/2007

**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) All securities disclosed in this Form 4 are owned by certain funds managed by Eminence Capital, LLC (the "Funds") or certain family accounts (the "Family Accounts") over which Ricky C. Sandler has investment discretion. Mr. Sandler is the Managing Member of Eminence Capital, LLC ("Eminence Capital"). Based upon his relationship with Eminence Capital and the Funds and for purposes of Rule 16a-1(a)1 under the Securities Exchange Act of 1934, Mr. Sandler may be deemed to be the beneficial owner of securities

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beneficially owned by the Funds. Mr. Sandler and Eminence Capital hereby disclaim beneficial ownership of all such securities, except to the extent, if any, of their pecuniary interest therein. Neither Eminence Capital, LLC nor Mr. Sandler has any direct or pecuniary interest in the Family Accounts and hereby disclaims beneficial ownership of all securities in such accounts.

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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