

Henry Vaughan Scott  
 Form 4  
 November 27, 2012

**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 \*  
 Henry Vaughan Scott

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)  
 11/01/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP, Technology Solutions

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 Indirect Beneficial Ownership (Instr. 4) |                        |   |             |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------------------|---|-------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |                        |   |             |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |                        |   |             |
| Common Stock                    | 11/01/2012                           |  | M                              |   | 2,000   | A  | \$ 20.29  | 18,804.3716            | D |             |
| Common Stock                    | 11/01/2012                           |  | S <sup>(1)</sup>               |   | 2,000   | D  | \$ 36.3   | 16,804.3716            | D |             |
| Common Stock                    |                                      |  |                                |   |   |  |   | 79.0559 <sup>(2)</sup> | 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 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy)  | \$ 20.29   | 11/01/2012                           |  | M                              | 2,000   | <sup>(3)</sup> 05/20/2019                                | Common Stock  | 2,000                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| Henry Vaughan Scott<br>9705 PATUXENT WOODS DRIVE<br>COLUMBIA, MD 21046 |               |           | EVP, Technology Solutions |       |

## Signatures

|   |            |
|---|------------|
| Timothy T. Smith Attorney in Fact for V. Scott<br>Henry | 11/27/2012 |
| **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 November 23, 2011.
- (2) Information is as of November 27, 2012.
- (3) The option, representing a right to purchase a total of 43,390 shares, became exercisable in three equal annual installments beginning on May 20, 2010, which was the first anniversary of the date on which the option was granted.

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.