

ARBITRON INC
Form 4
September 30, 2013

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 *
HANLEY CAROL

(Last) (First) (Middle)
9705 PATUXENT WOODS DRIVE
(Street)

COLUMBIA, MD 21046

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
09/30/2013

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)
See Remarks

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 Ownership: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount		
Common Stock	09/30/2013		D		17,693.6404 (1)	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)

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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)	\$ 44.44	09/30/2013		D	6,820	(2) 02/08/2021	Common Stock	6,820
Non-Qualified Stock Option (right to buy)	\$ 33.87	09/30/2013		D	14,790	(2) 02/28/2022	Common Stock	14,790
Non-Qualified Stock Option (right to buy)	\$ 40.25	09/30/2013		D	5,000	(2) 01/27/2015	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 40.36	09/30/2013		D	5,000	(2) 06/01/2016	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 40.31	09/30/2013		D	3,000	(2) 01/24/2018	Common Stock	3,000
Non-Qualified Stock Option (right to buy)	\$ 46.64	09/30/2013		D	5,000	(2) 05/13/2018	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 16.49	09/30/2013		D	7,500	(2) 07/13/2019	Common Stock	7,500
Non-Qualified Stock Option (right to buy)	\$ 22.17	09/30/2013		D	15,701	(2) 03/04/2020	Common Stock	15,701

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HANLEY CAROL 9705 PATUXENT WOODS DRIVE COLUMBIA, MD 21046				See Remarks

Signatures

/s/ Timothy T. Smith Attorney in Fact for Carol
Hanley

09/30/2013

__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) Pursuant to the Agreement and Plan of Merger by and among Nielsen Holdings N.V. ("Nielsen"), TNC Sub I Corporation and Arbitron Inc., as amended (the "Merger Agreement"), 13,670,640 of these restricted stock units were cancelled in exchange for a cash payment equal to \$48.00 per share and 4,023 of these restricted stock units were converted into restricted stock units with respect to 5,316 shares of Nielsen common stock.

(2) Pursuant to the Merger Agreement, these options, which provided for vesting in three equal annual installments beginning on the first anniversary of the date of grant for each such option, were canceled in exchange for a cash payment representing the difference between \$48.00 per share and the exercise price of each such option.

Remarks:

EVP, Chief Sales & Marketing Officer

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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