Henry Vaughan Scott Form 4 June 02, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Henry Vaughan Scott

2. Issuer Name and Ticker or Trading Symbol

30(h) of the Investment Company Act of 1940

Issuer

5. Relationship of Reporting Person(s) to

ARBITRON INC [ARB]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner Other (specify X_ Officer (give title

9705 PATUXENT WOODS DRIVE

(Street)

06/01/2011

below) EVP, Technology Solutions

4. If Amendment, Date Original

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

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

COL	TIM	RI/	M	D_{21}	1046
COL	JUNIV	IDI <i>F</i>	۱. IVI	112	1040

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)		sed of 4 and (A) or	` '	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)
Common Stock	06/01/2011		S(1)	1,000	D	\$ 42.62	19,361.22	D	
Common Stock	06/01/2011		M <u>(1)</u>	4,000	A	\$ 20.29	23,361.22	D	
Common Stock	06/01/2011		S	4,000	D	\$ 42.2917	19,361.22	D	
Common Stock							77.7742 <u>(2)</u>	I	401(k) Plan

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)

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 proof 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Non-Qualified Stock Option (right-to-buy)	\$ 20.29	06/01/2011		M	4,000	<u>(3)</u>	05/20/2019	Common Stock	4,00

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Henry Vaughan Scott

9705 PATUXENT WOODS DRIVE

COLUMBIA, MD 21046

EVP, Technology Solutions

Signatures

Timothy T. Smith, Attorney in Fact for V. Scott Henry

06/02/2011

**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 December 30, 2010.
- (2) Information is as of May 31, 2011.
- (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 is 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.

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