ARCHAMBEAU SHELLYE L

Form 4 May 23, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ARCHAMBEAU SHELLYE L

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol ARBITRON INC [ARB]

(First) (Last)

3. Date of Earliest Transaction

9705 PATUXENT WOODS DRIVE

(Street)

(State)

(Month/Day/Year) 05/21/2013

X_ Director Officer (give title

10% Owner Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Middle)

(Zip)

6. Individual or Joint/Group Filing(Check

(Check all applicable)

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

Α

Applicable Line)

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

Person

below)

COLUMBIA, MD 21046

(City)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)

> (A) (D)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount Price 2,136

(1)

4,956 D

Common Stock

05/21/2013

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

46.82

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	nd 8.	. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amount of	of D	erivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)		Underlyii	ng S	ecurity	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivati	Derivative		Securities	s (I	(nstr. 5)	Bene
	Derivative		•		Securities Acquired			(Instr. 3 and 4)			Own
	Security										Follo
	•				(A) or						Repo
					Dispose	d					Trans
					of (D) (Instr. 3,						(Instr
											·
					4, and 5)						
				C 1 1	(A) (D)	. D.	F	m: 1 A	,		
				Code V	(A) (D	·	Expiration				
						Exercisable	Date	or			
									ımber		
								of			
								Sh	ares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ARCHAMBEAU SHELLYE L
9705 PATUXENT WOODS DRIVE X
COLUMBIA, MD 21046

Signatures

/s/ Timothy T. Smith, Attorney in Fact for Shellye L. Archambeau

05/23/2013

**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) These restricted stock units will vest on the first anniversary of the date of grant.

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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