

ARBITRON INC
Form 4
September 30, 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
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

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

(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
X Officer (give title ____ Other (specify
below) below)

EVP, Technology Solutions

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount (1)	(A) or (D)	Price	
Common Stock	09/30/2013		D		32,307.3716 (1)	D	\$ 48 0	D
Common Stock	09/30/2013		D		79.4456 (2)	D	\$ 48 0	I 401(k) Plan

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

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information contained in this form are not
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SEC 1474
(9-02)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right-to-buy)	\$ 33.87	09/30/2013		D		20,765		<u>(3)</u>	02/28/2022	Common Stock	20,765
Non-Qualified Stock Option (right to buy)	\$ 38.88	09/30/2013		D		5,000		<u>(3)</u>	03/01/2016	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 41.96	09/30/2013		D		26,913		<u>(3)</u>	03/03/2018	Common Stock	26,913
Non-Qualified Stock Option (right to buy)	\$ 20.29	09/30/2013		D		1,463		<u>(3)</u>	05/20/2019	Common Stock	1,463
Non-Qualified Stock Option (right to buy)	\$ 22.17	09/30/2013		D		6,948		<u>(3)</u>	03/04/2020	Common Stock	6,948
Non-Qualified Stock Option (right to buy)	\$ 44.44	09/30/2013		D		8,694		<u>(3)</u>	02/08/2021	Common Stock	8,694

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

/s/ Timothy T. Smith Attorney in Fact for V. Scott Henry

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"), 27,792.3716 of these restricted stock units were cancelled in exchange for a cash payment equal to \$48.00 per share and 4,515 of these restricted stock units were converted into restricted stock units with respect to 5,967 shares of Nielsen common stock.

(2) Pursuant to the Merger Agreement, these shares of common stock that were held within the reporting person's 401(k) plan immediately prior to the consummation of the merger were cancelled in exchange for a cash payment equal to \$48.00 per share.

(3) 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.

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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