

DUPREE LINDA  
Form 4  
October 31, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DUPREE LINDA

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)  
142 WEST 57TH STREET

3. Date of Earliest Transaction (Month/Day/Year)  
10/29/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP, PPM New Product Develop.

(Street)  
NEW YORK, NY 10019

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                    | 10/29/2007                           |  | M                              |   | 1,001 A \$ 23.91  | (1)  | D   |
| Common Stock                    | 10/29/2007                           |  | M                              |   | 10,001 A \$ 38.26   | (1)  | D   |
| Common Stock                    | 10/29/2007                           |  | M                              |   | 6,668 A \$ 41.05  | (1)  | D   |
| Common Stock                    | 10/29/2007                           |  | M                              |   | 3,334 A \$ 38.88  | (1)  | D   |
| Common Stock                    | 10/29/2007                           |  | S(2)                           |   | 100 D \$ 49.36  | (1)  | D   |

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|              |            |             |     |   |          |                          |   |
|--------------|------------|-------------|-----|---|----------|--------------------------|---|
| Common Stock | 10/29/2007 | <u>S(2)</u> | 300 | D | \$ 49.37 | 39,047.098<br><u>(1)</u> | D |
| Common Stock | 10/29/2007 | <u>S(2)</u> | 500 | D | \$ 49.38 | 38,547.098<br><u>(1)</u> | D |
| Common Stock | 10/29/2007 | <u>S(2)</u> | 400 | D | \$ 49.39 | 38,147.098<br><u>(1)</u> | D |
| Common Stock | 10/29/2007 | <u>S(2)</u> | 100 | D | \$ 49.4  | 38,047.098<br><u>(1)</u> | D |
| Common Stock | 10/29/2007 | <u>S(2)</u> | 600 | D | \$ 49.41 | 37,447.098<br><u>(1)</u> | D |
| Common Stock | 10/29/2007 | <u>S(2)</u> | 300 | D | \$ 49.42 | 37,147.098<br><u>(1)</u> | D |
| Common Stock | 10/29/2007 | <u>S(2)</u> | 133 | D | \$ 49.43 | 37,014.098<br><u>(1)</u> | D |
| Common Stock | 10/29/2007 | <u>S(2)</u> | 600 | D | \$ 49.45 | 36,414.098<br><u>(1)</u> | D |
| Common Stock | 10/29/2007 | <u>S(2)</u> | 600 | D | \$ 49.46 | 35,814.098<br><u>(1)</u> | D |
| Common Stock | 10/29/2007 | <u>S(2)</u> | 434 | D | \$ 49.47 | 35,380.098<br><u>(1)</u> | D |
| Common Stock | 10/29/2007 | <u>S(2)</u> | 500 | D | \$ 49.48 | 34,880.098<br><u>(1)</u> | D |
| Common Stock | 10/29/2007 | <u>S(2)</u> | 800 | D | \$ 49.49 | 34,080.098<br><u>(1)</u> | D |
| Common Stock | 10/29/2007 | <u>S(2)</u> | 100 | D | \$ 49.5  | 33,980.098<br><u>(1)</u> | D |
| Common Stock | 10/29/2007 | <u>S(2)</u> | 300 | D | \$ 49.51 | 33,680.098<br><u>(1)</u> | D |
| Common Stock | 10/29/2007 | <u>S(2)</u> | 500 | D | \$ 49.52 | 33,180.098<br><u>(1)</u> | D |
| Common Stock | 10/29/2007 | <u>S(2)</u> | 500 | D | \$ 49.54 | 32,680.098<br><u>(1)</u> | D |
| Common Stock | 10/29/2007 | <u>S(2)</u> | 300 | D | \$ 49.55 | 32,380.098<br><u>(1)</u> | D |
| Common Stock | 10/29/2007 | <u>S(2)</u> | 800 | D | \$ 49.56 | 31,580.098<br><u>(1)</u> | D |
| Common Stock | 10/29/2007 | <u>S(2)</u> | 200 | D | \$ 49.57 | 31,380.098<br><u>(1)</u> | D |
| Common Stock | 10/29/2007 | <u>S(2)</u> | 100 | D | \$ 49.59 | 31,280.098<br><u>(1)</u> | D |
|              | 10/29/2007 | <u>S(2)</u> | 100 | D | \$ 49.6  |                          | D |

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|              |            |  |      |     |   |               |     |
|--------------|------------|--|------|-----|---|---------------|-----|
| Common Stock |            |  |      |     |   | 31,180.098    |     |
|              |            |  |      |     |   | (1)           |     |
| Common Stock | 10/29/2007 |  | S(2) | 400 | D | \$ 30,780.098 | D   |
|              |            |  |      |     |   | 49.62         | (1) |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 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) | Am or Num of S |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title          |
| Non-Qualified Stock Option (right to buy)  | \$ 23.91   | 10/29/2007                           |  | M                              | 1,001   | 10/20/2000 10/20/2009                                    | Common Stock  | 1,             |
| Non-Qualified Stock Option (right to buy)  | \$ 38.26   | 10/29/2007                           |  | M                              | 10,001  | 08/19/2005 08/19/2014                                    | Common Stock  | 10             |
| Non-Qualified Stock Option (right to buy)  | \$ 41.05   | 10/29/2007                           |  | M                              | 6,668   | 02/23/2006 02/23/2015                                    | Common Stock  | 6,             |
| Non-Qualified Stock Option (right to buy)  | \$ 38.88   | 10/29/2007                           |  | M                              | 3,334   | 03/01/2007 03/01/2016                                    | Common Stock  | 3,             |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DUPREE LINDA  
142 WEST 57TH STREET  
NEW YORK, NY 10019

EVP, PPM New Product Develop.

## Signatures

/s/ Timothy T. Smith, Attorney in Fact for Linda  
Dupree

10/31/2007

\_\_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) Includes shares acquired under the issuer's ESPP in transactions that were exempt from reporting on Form 4. Information is as of October 30, 2007.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 25, 2007.

### Remarks:

This filing is one of three Form 4 filings disclosing the transaction taking place on October 29, 2007 for the reporting person.

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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