

ARBITRON INC  
Form 3  
August 25, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         |          | 2. Date of Event Requiring Statement             | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â Abrams Capital Partners II, L.P.        |         |          | (Month/Day/Year)                                 | ARBITRON INC [ARB]                                 |  |
| (Last)                                    | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer |  | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| 222 BERKELEY STREET,<br>22ND FLOOR        |         |          | (Check all applicable)                           |  |  |
| (Street)                                  |         |          | <input type="checkbox"/> Director                | <input checked="" type="checkbox"/> 10% Owner      | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| BOSTON,Â MAÂ 02116                        |         |          | <input type="checkbox"/> Officer                 | <input type="checkbox"/> Other                     | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City)                                    | (State) | (Zip)    | (give title below)                               |  | (specify below)  |
|   |         |          |  |  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 2,756,042  | D <sup>(1)</sup>  | Â  |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| Date<br>Exercisable | Expiration<br>Date | Title | Amount or<br>Number of<br>Shares | Security | Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|--|
|---------------------|--------------------|-------|----------------------------------|----------|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Abrams Capital Partners II, L.P.<br>222 BERKELEY STREET, 22ND FLOOR<br>BOSTON, MA 02116 | ^             | ^ X       | ^       | ^     |

## Signatures

/s/ Abrams Capital Partners II, L.P., by Abrams Capital, LLC, the general partner, by David C. Abrams, managing member 08/25/2010

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- Ownership of these securities has also been reported for purposes of Section 16 in a Form 4 filed jointly on August 24, 2010 by (i) Abrams Capital, LLC ("Abrams Capital"), which serves as general partner of Abrams Capital II L.P. ("ACP II"), (ii) Pamet Capital Management, L.P. (the "LP"), which serves as investment adviser for ACP II, (iii) Pamet Capital Management, LLC (the "LLC"), which (1) serves as the general partner of the LP, and (iii) David C. Abrams, who directly or indirectly controls ACP II, Abrams Capital, the LP and the LLC. In their respective capacities, each of Abrams Capital, the LP, the LLC and Mr. Abrams may be deemed to beneficially own the reported securities, each of which person or entity disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein.

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.