

WALSH WILLIAM J  
Form 4  
July 29, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**WALSH WILLIAM J**

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)  
**07/28/2005**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**EVP Finance & Planning & CFO**

(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

**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  | (D)  | Price   |        |   |  |
| Common Stock                    | 07/28/2005                           |  | M                              |   | 10,008  | A  | \$ 23.98  | 14,704 | D |  |
| Common Stock                    | 07/28/2005                           |  | S                              |   | 10,008  | D  | \$ 42.7645  | 4,696  | D |  |
| Common Stock                    | 07/28/2005                           |  | M                              |   | 5,421   | A  | \$ 23.91  | 10,117 | D |  |
| Common Stock                    | 07/28/2005                           |  | S                              |   | 5,421   | D  | \$ 42.7645  | 4,696  | D |  |
| Common Stock                    | 07/28/2005                           |  | M                              |   | 5,421   | A  | \$ 23.91  | 10,117 | D |  |

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Common Stock 07/28/2005 S 5,421 D \$ 42.7645 4,696 D

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy)  | \$ 23.98   | 07/28/2005                           |  | M                              | 10,008  | 10/22/1998 10/22/2007                                    | Common Stock 10   |
| Non-Qualified Stock Option (right to buy)  | \$ 23.91   | 07/28/2005                           |  | M                              | 5,421   | 02/15/2002 10/20/2009                                    | Common Stock 5,   |
| Non-Qualified Stock Option (right to buy)  | \$ 23.91   | 07/28/2005                           |  | M                              | 5,421   | 10/20/2000 10/20/2009                                    | Common Stock 5,   |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| WALSH WILLIAM J<br>142 WEST 57TH STREET<br>NEW YORK, NY 10019 |               |           | EVP Finance & Planning & CFO |       |

## Signatures

/s/ Dolores L. Cody, Attorney in Fact for William J. Walsh 07/29/2005

\_\_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).

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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