Edgar Filing: ARBITRON INC - Form 4

ARBITRO	N INC										
September	30, 2013										
FORM			CECU				COMMISSIO		PPROVAL		
	UNITED	STATES	SECU. Wa	N OMB Number:	3235-0287 January 31,						
Check t if no los subject Section Form 4	nger to STATEN 16.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES									
Form 4 or Form 5 obligations may continue. See Instruction 1(b). 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								on			
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> DEVONSHIRE DAVID W			2. Issuer Name and Ticker or Trading Symbol ARBITRON INC [ARB]			5. Relationship o Issuer	5. Relationship of Reporting Person(s) to Issuer				
(Lest)	(Einst)	Middle					(Che	neck all applicable)			
(Last) (First) (Middle) 9705 PATUXENT WOODS DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 09/30/2013			X_ Director 10% Owner Officer (give title Other (specify below) below)					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
COLUMB	IA, MD 21046						Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-J	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	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)		
Reminder: Re	eport on a separate line	e for each cla	ass of sec	urities bene	Perso inform requir	ons who res nation cont red to resp ays a curre	or indirectly. spond to the colle lained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative Securities	Expiration Date	Underlying (
Security	or Exercise		any	Code	Acquired (A) or	(Month/Day/Year)	(Instr. 3 and
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Disposed of (D)		

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	Derivative Security		Code	r. 3, 4, and 5) (D)	Date Exercisable	Expiration Date	Title
Deferred Stock Units	<u>(1)</u>	09/30/2013	D	11,088.3417 (2)	(3)	(3)	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 46.64	09/30/2013	D	7,605	(4)	05/13/2018	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 20.52	09/30/2013	D	15,719	(5)	05/27/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address				
Topolog o who have a real cos	Director	10% Owner	Officer	Other
DEVONSHIRE DAVID W 9705 PATUXENT WOODS DRIVE COLUMBIA, MD 21046	Х			
Signatures				
/s/ Timothy T. Smith Attorney in Fact Devonshire	09/30/2013			
**Signature of Reporting Pe	erson			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 deferred stock units convert on a one for one basis.

Includes 250.3417 deferred stock units acquired through dividend reinvestment. Pursuant to the Agreement and Plan of Merger by and
 (2) among Nielsen Holdings N.V. ("Nielsen"), TNC Sub I Corporation and Arbitron Inc., as amended (the "Merger Agreement"), the deferred stock units were cancelled in exchange for a cash payment equal to \$48.00 per share.

(3) These deferred stock units vested in full on the first anniversary from the date of grant and may be deferred until 30 days after the fifth anniversary of the vesting date.

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 (1) the difference between \$48.00 per share and the exercise price of each such option and (2) the "Black-Scholes Termination Value," which is a term

(4) between \$45,500 per share and the excess piece of each such option and (2) the Black-Scholes remnation value, which is a term defined in the option award agreements to mean the excess, if any, of the Black-Scholes value of the option determined at the time of the transaction using assumptions set forth in the option award agreements, over the in-the-money value of the option calculated in accordance with (1) above.

Pursuant to the Merger Agreement, these options, which provided for vesting in three equal annual installments beginning on the first(5) 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. 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.