

LAPOVSKY DAVID A
Form 4
January 28, 2005

FORM 4

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

OMB APPROVAL

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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 *
LAPOVSKY DAVID A

(Last) (First) (Middle)
142 WEST 57TH STREET
(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ARBITRON INC [ARB]

3. Date of Earliest Transaction (Month/Day/Year)
01/27/2005

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 below) _____ Other (specify below)

EVP of Worldwide Research

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 01/27/2005 | | M | | 1,840 | A | \$ 30.05 2,841 |
| Common Stock | 01/27/2005 | | S | | 1,840 | D | \$ 40.248 1,001 |
| Common Stock | 01/27/2005 | | M | | 1,386 | A | \$ 23.91 2,387 |
| Common Stock | 01/27/2005 | | S | | 1,386 | D | \$ 40.248 1,001 |
| Common Stock | 01/27/2005 | | M | | 13,333 | A | \$ 21.35 14,334 |

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| | | | | | | | |
|--------------|------------|---|--------|---|-----------|-------|---|
| Common Stock | 01/27/2005 | S | 13,333 | D | \$ 40.248 | 1,001 | D |
| Common Stock | 01/27/2005 | M | 6,667 | A | \$ 20.95 | 7,668 | D |
| Common Stock | 01/27/2005 | S | 6,667 | D | \$ 40.248 | 1,001 | D |

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

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(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am or Nur of S |
| Non-Qualified Stock Option (right to buy) | \$ 30.05 | 01/27/2005 | | M | 1,840 | 10/03/1997 10/03/2006 | Common Stock | 1, | |
| Non-Qualified Stock Option (right to buy) | \$ 23.91 | 01/27/2005 | | M | 1,386 | 10/20/2000 10/20/2009 | Common Stock | 1, | |
| Non-Qualified Stock Option (right to buy) | \$ 21.35 | 01/27/2005 | | M | 13,333 | 04/05/2002 04/05/2006 | Common Stock | 13 | |
| Non-Qualified Stock Option (right to buy) | \$ 20.95 | 01/27/2005 | | M | 6,667 | 04/04/2002 04/04/2006 | Common Stock | 6, | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LAPOVSKY DAVID A 142 WEST 57TH STREET | | | EVP of Worldwide Research | |

NEW YORK, NY 10019

Signatures

Dolores L. Cody, Attorney in Fact for David A.
Lapovsky

01/31/2005

__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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