

DUPREE LINDA
Form 4
December 22, 2006

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 *
DUPREE LINDA

(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)
12/20/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 | (A) or (D) | Price |
| Common Stock | 12/20/2006 | | M | | 2,002 | A | \$ 32.86 |
| | | | | | | | 9,396.7215 |
| Common Stock | 12/20/2006 | | S | | 2,002 | D | \$ 43.9724 |
| | | | | | | | 7,394.7215 |
| Common Stock | 12/20/2006 | | M | | 667 | A | \$ 32.86 |
| | | | | | | | 8,061.7215 |
| Common Stock | 12/20/2006 | | S | | 667 | D | \$ 43.9724 |
| | | | | | | | 7,394.7215 |
| Common Stock | 12/20/2006 | | M | | 10,000 | A | \$ 31.25 |
| | | | | | | | 17,394.7215 |

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| | | | | | | | | |
|--------------|------------|---|--------|---|------------|--------------------------|---|-------------|
| Common Stock | 12/20/2006 | S | 10,000 | D | \$ 43.9724 | 8,204.922 ⁽¹⁾ | D | |
| Common Stock | | | | | | 1,500.88 ⁽²⁾ | I | 401(k) Plan |

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) | Am or Num of S |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Non-Qualified Stock Option (right to buy) | \$ 32.86 | 12/20/2006 | | M | 2,002 | 10/21/1999 10/21/2008 | Common Stock | 2, |
| Non-Qualified Stock Option (right to buy) | \$ 32.86 | 12/20/2006 | | M | 667 | 02/15/2001 10/21/2008 | Common Stock | 6 |
| Non-Qualified Stock Option (right to buy) | \$ 31.25 | 12/20/2006 | | M | 10,000 | 03/03/2004 03/03/2008 | Common Stock | 10 |

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 12/22/2006

__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.
 - (2) Information is as of December 20, 2006.

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