

Abrams David C
Form 4
September 13, 2012

FORM 4

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

OMB APPROVAL

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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 *
ABRAMS CAPITAL
MANAGEMENT, L.P.

(Last) (First) (Middle)

222 BERKELEY STREET, 22ND
FLOOR,

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/11/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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 | 09/11/2012 | | S | 2,500 D \$ 38.2264 | 2,713,443 | I | See Footnotes (1) (2) (3) (4) (5) (8) |
| Common Stock | 09/11/2012 | | S | 10,600 D \$ 38.1148 | 2,702,843 | I | See Footnotes (1) (2) (3) (4) (5) (8) |
| Common Stock | 09/11/2012 | | S | 700 D \$ 38.2886 | 2,702,143 | I | See Footnotes (1) (2) (3) (4) (5) (8) |

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| | | | | | | | | |
|--------------|------------|---|--------|---|------------|-----------|---|---------------------------------------|
| Common Stock | 09/12/2012 | S | 4,750 | D | \$ 38.1897 | 2,697,393 | I | See Footnotes (1) (2) (3) (4) (6) (8) |
| Common Stock | 09/12/2012 | S | 21,769 | D | \$ 38.1724 | 2,675,624 | I | See Footnotes (1) (2) (3) (4) (6) (8) |
| Common Stock | 09/13/2012 | S | 100 | D | \$ 38.25 | 2,675,524 | I | See Footnotes (1) (2) (3) (4) (7) (8) |
| Common Stock | 09/13/2012 | S | 9,536 | D | \$ 38.3216 | 2,665,988 | I | See Footnotes (1) (2) (3) (4) (7) (8) |
| Common Stock | 09/13/2012 | S | 51,869 | D | \$ 38.211 | 2,614,119 | I | See Footnotes (1) (2) (3) (4) (7) (8) |

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

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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 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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ABRAMS CAPITAL MANAGEMENT, L.P. 222 BERKELEY STREET, 22ND FLOOR BOSTON, MA 02116 | | X | | |
| Abrams David C 222 BERKELEY STREET 22ND FLOOR BOSTON, MA 02116 | | X | | |
| ABRAMS CAPITAL LLC 222 BERKELEY STREET 22ND FLOOR BOSTON, MA 02116 | | X | | |
| ABRAMS CAPITAL MANAGEMENT, LLC 222 BERKELEY STREET, 22ND FLOOR BOSTON, MA 02116 | | X | | |

Signatures

| | |
|--|------------|
| /s/ Abrams Capital Management, L.P., by Abrams Capital Management, LLC, the General Partner, by David C. Abrams, Managing Member | 09/13/2012 |
| __Signature of Reporting Person | Date |
| /s/ Abrams Capital Management, LLC, by David C. Abrams, Managing Member | 09/13/2012 |
| __Signature of Reporting Person | Date |
| /s/ Abrams Capital, LLC, by David C. Abrams, Managing Member | 09/13/2012 |
| __Signature of Reporting Person | Date |
| /s/ David C. Abrams | 09/13/2012 |
| __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) These securities are held by investment funds, the general partner and/or investment adviser of which is directly or indirectly controlled by David C. Abrams. In such capacity, Mr. Abrams may be deemed to beneficially own the reported securities.
- These securities are held by investment funds for which Abrams Capital Management, L.P. (the "LP") serves as investment adviser.
- (2) Abrams Capital Management, LLC (the "LLC") serves as the general partner of the LP. In their respective capacities, each of the LP and the LLC may be deemed to beneficially own the reported securities.
- A portion of these securities are held by investment funds for which Abrams Capital, LLC ("Abrams Capital") serves as general partner.
- (3) In such capacity, Abrams Capital may be deemed to beneficially own the reported securities. As of the date of this filing, the shares of Common Stock that may be deemed to be beneficially owned by Abrams Capital represent less than 10% of the outstanding shares of that class of security. Accordingly, Abrams Capital has ceased to be a reporting person for purposes of Section 16.
- (4) Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, and the inclusion of such securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.

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(5) Of the shares of Common Stock sold on September 11, 2012, (i) 2,341 shares sold at \$38.2264 per share, 9,924 shares sold at \$38.1148 per share and 655 shares sold at \$38.2886 per share may be deemed to have been beneficially owned by Abrams Capital; and (ii) all shares reported herein as having been sold on such date may be deemed to have been beneficially owned by Mr. Abrams, the LP and the LLC.

(6) Of the shares of Common Stock sold on September 12, 2012, (i) 4,447 shares sold at \$38.1897 per share and 20,382 shares sold at \$38.1724 per share may be deemed to have been beneficially owned by Abrams Capital; and (ii) all shares reported herein as having been sold on such date may be deemed to have been beneficially owned by Mr. Abrams, the LP and the LLC.

(7) Of the shares of Common Stock sold on September 13, 2012, (i) 94 shares sold at \$38.25 per share, 8,928 shares sold at \$38.3216 per share and 48,562 shares sold at \$38.211 per share may be deemed to have been beneficially owned by Abrams Capital; and (ii) all shares reported herein as having been sold on such date may be deemed to have been beneficially owned by Mr. Abrams, the LP and the LLC.

(8) As of September 11, 2012, Abrams Capital may be deemed to beneficially own 2,529,887 shares of Common Stock and Mr. Abrams, the LP and the LLC may be deemed to beneficially own 2,702,143 shares of Common Stock. As of September 12, 2012, Abrams Capital may be deemed to beneficially own 2,505,058 shares of Common Stock and Mr. Abrams, the LP and the LLC may be deemed to beneficially own 2,675,624 shares of Common Stock. As of September 13, 2012, Abrams Capital may be deemed to beneficially own 2,447,474 shares of Common Stock and Mr. Abrams, the LP and the LLC may be deemed to beneficially own 2,614,119 shares of Common Stock.

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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