

LAPOVSKY DAVID A

Form 4

January 28, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/27/2005		M	1,840	A \$ 30.05 2,841	D	
Common Stock	01/27/2005		S	1,840	D \$ 40.248 1,001	D	
Common Stock	01/27/2005		M	1,386	A \$ 23.91 2,387	D	
Common Stock	01/27/2005		S	1,386	D \$ 40.248 1,001	D	
Common Stock	01/27/2005		M	13,333	A \$ 21.35 14,334	D	

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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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares of Underlying Security
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
LAPOVSKY DAVID A 142 WEST 57TH STREET	Director 10% Owner Officer Other 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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