

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-05-08** | Period of Report: **2006-05-08**

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### ISSUER

#### **ARBITRON INC**

CIK: **109758** | IRS No.: **520278528** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **8700** Engineering, accounting, research, management

Mailing Address  
*142 WEST 57TH STREET  
NEW YORK NY 10019-3300*

Business Address  
*142 WEST 57TH STREET  
NEW YORK NY 10019-3300  
2128871300*

### REPORTING OWNER

#### **EMINENCE CAPITAL LLC**

CIK: **1107310** | State of Incorporation: **NY** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: **001-01969** | Film No.: **06817266**

Mailing Address  
*65 EAST 55TH STREET  
25TH FLOOR  
NEW YORK NY 10022*

Business Address  
*65 EAST 55TH STREET  
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# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>EMINENCE CAPITAL LLC</b>			2. Issuer Name and Ticker or Trading Symbol <b>ARBITRON INC [ARB]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/08/2006</b>					
65 EAST 55TH STREET, 25TH FLOOR			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
NEW YORK, NY 10022								
(City)	(State)	(Zip)						

**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	05/08/2006		S		70,000	D	\$35.4641	2,995,600	I	See Footnote <sup>(1)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. Eminence Capital, LLC ("Eminence Capital"), serves as investment manager to a number of private investment funds (the "Funds") with respect to which it may be deemed to have voting and dispositive power over the shares of Common Stock reported in this Form 4 (the "Shares"). Mr. Ricky C. Sandler is the Managing Member of Eminence Capital, LLC. Based upon his relationship with Eminence Capital and the Funds and for purposes of Rule 16a-1(a)1 under the Securities Exchange Act of 1934, Mr. Sandler may be deemed to be the beneficial owner of the Shares beneficially owned by the Funds. Mr. Sandler and Eminence Capital hereby disclaim beneficial ownership of all such Shares, except to the extent, if any, of their pecuniary interest therein.

**Signatures**

/s/ Ricky C. Sandler; By: Ricky C. Sandler, individually, and as Managing Member of Eminence Capital, LLC

05/08/2006

\*\* Signature of Reporting Person

Date

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

\* 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**