



**Arbitron Inc.**



**ARB NYSE**

**Advertising / Marketing**

Market Capitalization USD:

**\$900.40 mm**

**CONCERN LEVEL: AVERAGE**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less. 
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

**CEO: William T. Kerr**

**Age: 70**

**CEO Since: 2010**

	2009	2010	2011
<b>Base Salary</b>	\$480,769	\$769,231	\$800,000
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$0	\$1,000,000	\$1,320,000
<b>Benefits and Perquisites</b>	\$267,465	\$33,053	\$27,974
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$748,234</b>	<b>\$1,802,284</b>	<b>\$2,147,974</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$1,254,987	\$845,481	\$0
<b>Stock Awards</b>	\$1,249,993	\$2,014,397	\$1,120,124
<b>TOTAL COMPENSATION</b>	<b>\$3,253,214</b>	<b>\$4,662,162</b>	<b>\$3,268,098</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$2,143,278	\$1,146,332	\$1,466,475
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$0
<b>Value Realized on Vesting of Stock</b>	\$0	\$0	\$0
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>

**Proxy Date:** 12 Apr 2012

**Annual Meeting Date:** 22 May 2012

**Equity Reserves:** 20.01%

**Stock Option Run Rate:** 0.56%

# Arbitron Inc.

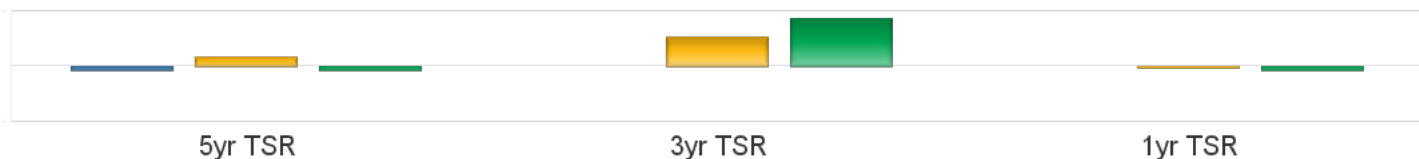
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## Performance Comparison

■ S&P500 ■ Industry ■ ARB



## Peer Comparisons (TRBC) =Advertising / Marketing

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
<b>ARB</b>	<b>Arbitron Inc.</b>	<b>\$3,253,214</b>	<b>\$4,662,162</b>	<b>\$3,268,098</b>	<b>\$900,398,863</b>
LAMR	Lamar Advertising Company	\$2,530,579	\$2,913,708	\$2,209,543	\$1,582,068,590
VCLK	ValueClick, Inc.	\$1,034,692	\$1,434,911	\$1,574,125	\$1,231,502,206
VCI	Valassis Communications, Inc.	\$3,948,846	\$15,239,827	\$4,724,633	\$882,798,110
NCMI	National CineMedia, Inc.	\$2,885,218	\$4,231,522	\$3,275,384	\$800,297,540
FORR	Forrester Research, Inc.	\$475,894	\$592,444	\$466,139	\$737,781,940
SCOR	comScore, Inc.	\$1,865,129	\$6,564,232		\$537,483,902

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

### Pay Peer Group

ACXIOM Corporation, CoStar Group, Inc., Fair Isaac Corporation, Forrester Research, Inc., Harris Interactive Inc., TiVO Inc., comScore, Inc., Factset Research System, Inc., Gartner, Inc., Harte-Hanks, Inc., Morningstar, Inc., The Corporate Executive Board Company.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Larry E. Kittelberger	Chairman	63	Male	11	Outside Related
John A. Dimlina	Member	74	Male	2	Outside
Luis G. Nogaes	Member	68	Male	11	Outside Related
Ronald G. Garriques	Member	48	Male	1	Outside

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