

ARBITRON INC  
Form 8-K  
September 15, 2010

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

September 15, 2010

Arbitron Inc.

(Exact name of registrant as specified in its charter)

Delaware

1-1969

52-0278528

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

9705 Patuxent Woods Drive, Columbia,  
Maryland

21046

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

410-312-8000

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) On September 15, 2010, Erica Farber was re-appointed to the Board of Directors of Arbitron Inc. (the "Company") to serve until the next annual meeting of stockholders of the Company, or until her earlier death, resignation or removal. Additional information about Ms. Farber is included in the Company's press release issued on September 15, 2010, which is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Ms. Farber will participate in the Company's previously disclosed Non-Employee Director Incentive Program. In connection with joining the Company's Board of Directors, on September 15, 2010, Ms. Farber received a one-time grant of 4,500 deferred stock units, which deferred stock units will vest in three equal installments of 1,500 deferred stock units over a three-year period and will be payable no sooner than six months following Ms. Farber's termination of service as a director of the Company. The award is in the form of the Company's standard 2008 Equity Compensation Plan Director Deferred Stock Unit Agreement - Initial Grant under the Arbitron Inc. 2008 Equity Compensation Plan, which will be filed as an exhibit to the Company's Form 10-Q for the quarter ended September 30, 2010.

**Item 9.01 Financial Statements and Exhibits.**

Exhibit 99.1 Press Release of Arbitron Inc. dated September 15, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Arbitron Inc.

*September 15, 2010*

By: *Timothy T. Smith*

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*Name: Timothy T. Smith*

*Title: Executive Vice President, Business Development and  
Strategy & Chief Legal Officer & Secretary*

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Exhibit Index

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	Press Release of Arbitron Inc. dated September 15, 2010