

ARBITRON INC  
Form 8-K  
March 13, 2012

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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):

March 12, 2012

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 7.01 Regulation FD Disclosure.**

On March 12, 2012, Luis Nogales, a member of the Company's Board of Directors, established a Rule 10b5-1 Trading Plan. The Rule 10b5-1 Trading Plan was adopted during an authorized trading period when Mr. Nogales was not in possession of material non-public information regarding the Company or its securities. Mr. Nogales' Rule 10b5-1 Trading Plan covers the exercise of stock options that would otherwise expire during 2012 and 2013 and the sale of shares of Company common stock acquired upon the exercise. Transactions under the Rule 10b5-1 Trading Plans will be publicly reported to the Securities and Exchange Commission in accordance with applicable securities laws, rules and regulations.

Under the terms of Mr. Nogales' Rule 10b5-1 Trading Plan, an authorized third-party broker will sell shares of Company common stock beginning in May 2012. Mr. Nogales' Rule 10b5-1 Trading Plan covers the sale of up to approximately 10,800 shares of Company common stock. This Rule 10b5-1 Trading Plan is scheduled to terminate no later than February 2013.

The information in this Item 7.01 shall not be deemed "filed" for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

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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.

*March 13, 2012*

Arbitron Inc.

By: *Timothy T. Smith*

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*Name: Timothy T. Smith*

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