

ARBITRON INC  
Form 8-K  
August 15, 2008

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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):

August 1, 2008

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.)

142 West 57th Street, New York, New York

10019-3300

\_\_\_\_\_  
(Address of principal executive offices)

\_\_\_\_\_  
(Zip Code)

Registrant's telephone number, including area code:

212-887-1300

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 August 1, 2008 Larry E. Kittelberger, a director of Arbitron Inc. (the "Company") established a new stock trading plan in accordance with the requirements specified in Rule 10b5-1(c) of the Securities Exchange Act of 1934 (the "Exchange Act").

Under the terms of the plan, an authorized third-party broker may exercise stock options and then sell shares of Company common stock at monthly intervals beginning in October 2008. The plan covers the sale of up to 37,366 shares of Company common stock. This plan is scheduled to terminate no later than September 30, 2009. The plan was adopted during an authorized trading period and when Mr. Kittelberger was not in possession of material non-public information.

All trades for directors of the Company will be publicly reported on Forms 144 and Forms 4, which are filed with the Securities and Exchange Commission.

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.

Arbitron Inc.

*August 15, 2008*

By: */s/ Timothy T. Smith*

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*Name: Timothy T. Smith*

*Title: Executive Vice President & Chief Legal Officer, Legal  
& Business Affairs & Secretary*