

ARBITRON INC  
Form 8-K  
June 04, 2009

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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):

June 3, 2009

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 June 3, Stephen Morris, the former President, Chief Executive Officer and Chairman of the Board of Directors and current employee 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, as amended (the "Exchange Act").

Mr. Morris established this plan in order to diversify his investment portfolio. Under the terms of the plan, an authorized third-party broker will sell shares of Company common stock at monthly intervals beginning in August 2009. Additionally, an authorized third-party broker may exercise stock options and then sell shares of Company common stock beginning in August 2009 and ending in October 2009. The plan covers the sale of up to 27,617 shares of Company common stock. This plan is scheduled to terminate no later than December 31, 2009. The plan was adopted during an authorized trading period and when Mr. Morris was not in possession of material non-public information.

Transactions under this plan will be publicly reported to the Securities and Exchange Commission in accordance with applicable securities laws, rules and regulations.

**Item 9.01 Financial Statements and Exhibits.**

99.1 Press Release of Arbitron Inc. dated June 4, 2009

The information in this Form 8-K and attached Exhibit 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.

*June 4, 2009*

By: */s/ Timothy T. Smith*

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*Name: Timothy T. Smith*

*Title: Executive Vice President & Chief Legal Officer, Legal  
& Business Affairs & 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 June 4, 2009