

ARBITRON INC  
Form 8-K  
January 20, 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):

January 20, 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 January 20, 2010, John A. Dimling was elected to the Board of Directors of Arbitron Inc. (the "Company") to serve until the next annual meeting of stockholders of the Company, or until his earlier death, resignation or removal. Additional information about Mr. Dimling is included in the Company's press release issued on January 20, 2010, which is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Mr. Dimling will participate in the Company's previously disclosed Non-Employee Director Incentive Program. In connection with joining the Company's Board of Directors, on January 20, 2010, Mr. Dimling 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 Mr. Dimling's termination of service as a director of the Company. The award is in the form of the Company's standard Form of 2008 Equity Compensation Plan Director Deferred Stock Unit Agreement under the Arbitron Inc. 2008 Equity Compensation Plan, filed as Exhibit 10.2 to the Company's Form 10-Q, filed on May 7, 2009.

**Item 9.01 Financial Statements and Exhibits.**

Exhibit 99.1 Press Release of Arbitron Inc. dated January 20, 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.

*January 20, 2010*

By: *Timothy T. Smith*

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*Name: Timothy T. Smith*

*Title: Executive Vice President & Chief Legal Officer, Legal  
and 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 January 20, 2010