

ARBITRON INC  
Form 8-K  
November 22, 2004

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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):

November 16, 2004

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 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

Mr. Kenneth F. Gorman, a member of the Board of Directors of Arbitron Inc. (the "Company"), has informed the Company that he does not intend to stand for re-election when his term expires at the Company's annual stockholders' meeting in May 2005. To the Company's knowledge, Mr. Gorman's decision is not the result of any disagreement with the Company on any matter relating to the Company's operations, policies or practices. Mr. Gorman has served as a director of the Company since its spin-off from Ceridian Corporation in March 2001. Mr. Gorman indicated that he was informing the Company of his decision at this time so that the Company would have adequate time to identify and nominate a replacement director to fill the vacancy that would otherwise be created as a result of his retirement.

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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.

*November 22, 2004*

Arbitron Inc.

By: */s/ Dolores L. Cody*

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*Name: Dolores L. Cody  
Title: Executive Vice President, Legal & Business Affairs,  
Chief Legal Officer & Secretary*