

ARBITRON INC  
Form 8-K  
December 18, 2002

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) December 13, 2002

Arbitron Inc.

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(Exact name of registrant as specified in its charter)

Delaware

1-01969

52-0278528

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(State or other  
jurisdiction of  
incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

142 West 57th Street, New York, New York

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10019-3300

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (212) 887-1300

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(Former name or former address, if changed since last report)

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Item 5. Other Events

As previously announced, on November 21, 2002, the Board of Directors of Arbitron Inc. (the Company) adopted a Stockholder Rights Plan. In connection with the Stockholder Rights Plan, a right to purchase one one-thousandth of a share of Series B Junior Participating Preferred Stock of the Company was distributed for each outstanding share of the Company's common stock held of record on December 9, 2002 (the Record Date). On or about December 17, 2002, the Company mailed to stockholders of record on the Record Date a Summary of the Stockholder Rights Plan (the Summary).

The Company's cover letter, dated December 13, 2002, and the Summary are attached hereto as Exhibits 99.1 and 99.2, respectively, and are incorporated herein by reference. A copy of the Stockholder Rights Plan was previously filed as an exhibit to the Company's Form 8-K Current Report dated November 21, 2002.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

99.1. Cover letter to stockholders dated December 13, 2002.

99.2. Summary of the Stockholder Rights Plan.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

ARBITRON INC.

Date: December 18, 2002

By: /s/ Stephen B. Morris

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Stephen B. Morris  
Chief Executive Officer and  
President

**EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1.	Cover letter to stockholders dated December 13, 2002.
99.2.	Summary of the Stockholder Rights Plan.