

ARBITRON INC
Form DEFA14A
April 03, 2008

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

ARBITRON INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11:

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

ARBITRON INC.
**** IMPORTANT NOTICE ****
Regarding the Availability of Proxy Material

You are receiving this communication because you hold shares in the above company, and the material you should review before you cast your vote is now available.

This communication presents only an overview of the more complete proxy material that is available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy material before voting.

Shareholder Meeting to be held on May 13, 2008

Proxy Material Available

- 1 Notice & Proxy Statement
- 2 Form 10-K
- 3 Shareholder Letter

PROXY MATERIAL-VIEW OR RECEIVE

You can choose to view the material online or receive a paper or e-mail copy. There is NO charge for requesting a copy. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.

To facilitate timely delivery please make the request as instructed below on or before April 30, 2008

HOW TO VIEW MATERIAL VIA THE INTERNET

Have the 12 Digit Control Number(s) available and visit: www.proxyvote.com

HOW TO REQUEST A COPY OF MATERIAL

- 1) BY INTERNET - www.proxyvote.com
- 2) BY TELEPHONE - 1-800-579-1639
- 3) BY E-MAIL* - sendmaterial@proxyvote.com

*If requesting material by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the following page) in the subject line.

See the Reverse Side for Meeting Information and Instructions on How to Vote

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Job #
Envelope #
Sequence #

Meeting Information

Meeting Type: Annual Meeting
Meeting Date: May 13, 2008
Meeting Time: 9:00 AM EDT
For holders as of: March 20, 2008

Meeting Location:

Mandarin Oriental Hotel
80 Columbus Circle at 60th St.
Time Warner Center
New York, NY 10023

How To Vote

Vote In Person

Should you choose to vote these shares in person at the meeting you must request a legal proxy. To request a legal proxy please follow the instructions at www.proxyvote.com or request a paper copy of the material. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting material for any special requirements for meeting attendance.

Vote By Internet

To vote *now* by Internet, go to WWW.PROXYVOTE.COM.
Please refer to the proposals and follow the instructions.

Vote By Telephone

To vote *now* by telephone, call [1-800-690-6903](tel:1-800-690-6903).
Please refer to the proposals and follow the instructions.

Vote By Mail

Mark, sign and date your voting form and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

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Sequence #
of # Sequence

| Voting items | For All | Withhold All | For All Except | To withhold authority to vote for any individual nominee(s), mark For All Except and write the number(s) of the nominee(s) on the line below. | |
|---|----------------|-----------------------|-----------------------|--|-------------------------|
| The Board of Directors recommends that you vote For the following. | o | o | o | | |
| 1. Election of Directors | | | | | |
| Nominees | | | | | |
| 1 Shellye L. Archambeau | | 2 David W. Devonshire | 3 Philip Guarascio | 4 William T. Kerr | 5 Larry E. Kittelberger |
| 6 Stephen B. Morris | | 7 Luis G. Nogales | 8 Richard A. Post | | |

| The Board of Directors recommends you vote FOR the following proposal(s). | For | Against | Abstain |
|---|------------|----------------|----------------|
| 2 Approval of 2008 Equity Compensation Plan. | o | o | o |
| 3 Amendment of the Arbitron Inc. Employee Stock Purchase Plan. | o | o | o |

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

CONTROL # ® 0000 0000 0000

Additional items
Sign on reverse side

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Acct #
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Reserved for Broadridge Internal Control Information

**Non-Voting
items**

PLEASE X
H E R E
O N L Y I F
Y O U P L A N
T O
A T T E N D
T H E
M E E T I N G
A N D V O T E
T H E S E
S H A R E S I N
P E R S O N

**Voting
Instructions**

THIS SPACE RESERVED FOR LANGUAGE PERTAINING TO
BANKS AND BROKERS
AS REQUIRED BY THE NEW YORK STOCK EXCHANGE

Authorized Signatures This section must be completed for your instructions to be executed.

Please sign exactly as your name(s) appear(s) hereon. Joint owners should each sign personally. When signing as attorney, executor, administrator or other fiduciary, please give your full title as such. If a corporation or partnership, please sign as such by an authorized officer.

/ /

Signature 1 - (Please sign on line)

Signature 2 - (Joint Owners)

Date - (Please print date)

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