

GOSNEL THOMAS A
Form 4
November 29, 2004

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOSNEL THOMAS A

(Last) (First) (Middle)
ARVINMERITOR, INC., 2135
WEST MAPLE ROAD
(Street)

TROY, MI 48084-7186

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ARVINMERITOR INC [ARM]

3. Date of Earliest Transaction
(Month/Day/Year)
11/24/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP and President, CVS

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					5,899	I	ArvinMeritor Savings Plan <u>(1)</u>
Common Stock					62,060	I	Restricted Stock <u>(2)</u>
Common Stock	11/24/2004		M	42,000 A \$ 14.8125	44,306	D	
Common Stock	11/24/2004		M	30,000 A \$ 15.32	74,306	D	
Common Stock	11/24/2004		S ⁽⁷⁾	72,000 D \$ 22	2,306	D	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Common Stock Share Equivalents (3)	\$ 0					(4)	(4)	Common Stock	14,777
Employee Stock Option (Right to Buy)	\$ 14.8125	11/24/2004		M	42,000	(5)	11/10/2010	Common Stock	42,000
Employee Stock Option (Right to Buy)	\$ 15.32	11/24/2004		M	30,000	(6)	11/22/2012	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOSNEL THOMAS A ARVINMERITOR, INC. 2135 WEST MAPLE ROAD TROY, MI 48084-7186			Sr. VP and President, CVS	

Signatures

Thomas A. Gosnell By: Bonnie Wilkinson,
Attorney-in-fact

11/29/2004

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares purchased periodically and held in ArvinMeritor common stock funds in an employee benefit trust established under the ArvinMeritor, Inc. Savings Plan, based on information furnished by the Plan Administrator as of October 31, 2004.
- (2) Held by the issuer to implement restrictions on transfer unless and until certain conditions are met.
- (3) Share equivalents related to ArvinMeritor common stock, held under ArvinMeritor's supplemental savings plan, based on information furnished by the Plan Administrator as of October 31, 2004.
- (4) Inapplicable.
- (5) Options became exercisable in whole or in part (but only for a whole number of shares) as to one-third of the option shares beginning on November 10, 2001, as to an additional one-third of the option shares beginning on November 10, 2002 and as to the balance of the option shares beginning on November 10, 2003.
Options became exercisable in whole or in part (but only for a whole number of shares) as to one-third of the option shares beginning on November 22, 2003, and as to an additional one-third of the option shares beginning on November 22, 2004, and will become exercisable as to the balance of the option shares beginning on November 22, 2005.
- (7) Shares of common stock acquired upon exercise of employee stock options and sold.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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