BAKER VERNON G II

Form 4 July 28, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

Stock

(Print or Type Responses)

1. Name and BAKER V	2. Issuer Name and Ticker or Trading Symbol ARVINMERITOR INC [ARM]					5. Relationship of Reporting Person(s) to Issuer				
(Last) ARVINMI WEST MA	3. Date of Earliest Transaction (Month/Day/Year) 07/28/2008					(Check all applicable) Director 10% OwnerX Officer (give title Other (specify below) Senior VP and General Counsel				
	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
TROY, M.	I 48084-7186							Person	y wiore than Or	ic reporting
(City)	(State)	(Zip)	Tal	ble I - Non-	Derivativ	e Sec	urities Ac	quired, Dispose	d of, or Benef	icially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price			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)	
Common Stock						(-)		6,325	I	ArvinMeritor Savings Plan
Common Stock	07/28/2008			S(2)	4,265	D	\$ 12.57 (3)	69,996 (4)	I	Restricted Stock (5)
Common								41,038 (4)	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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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. Transac Code (Instr. 8	5. tionNumber 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)		8. Pric Deriva Securit (Instr.
				Code '	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock Share Equivalents	\$ 0					<u>(7)</u>	<u>(7)</u>	Common Stock	18,238	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BAKER VERNON G II ARVINMERITOR, INC. 2135 WEST MAPLE ROAD TROY, MI 48084-7186

Senior VP and General Counsel

Signatures

Vernon G. Baker, II By: Barbara Novak, Attorney-in-fact

07/28/2008

**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 June 30, 2008.
- (2) In connection with the vesting and delivery of restricted stock, and pursuant to the terms of the restricted stock agreement and a Rule 10b5-1 plan, shares were sold and the net proceeds were used to pay required withholding taxes.
- (3) Reflects the weighted average sales price. The actual range of prices for such transactions was \$12.64 to \$12.55. The filer undertakes upon request to provide full information regarding the number of shares sold at each price.

Reporting Owners 2

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- (4) Reflects a change in the form of beneficial ownership of 9,260 shares, from indirect to direct, due to vesting of restricted stock.
- (5) Held by the issuer to implement restrictions on transfer unless and until certain conditions are met.
- (6) Share equivalents related to ArvinMeritor common stock, held under ArvinMeritor's supplemental savings plan, based on information furnished by the Plan Administrator as of June 30, 2008.
- (7) Inapplicable

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.