ARVINMERITOR INC

Form 4 April 02, 2009

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or L OWNERSHIP OF

Expires: January 31, 2005

5. Relationship of Reporting Person(s) to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

DONLON JAMES D III			ol INMERITOR INC [ARM]	Issuer (Check all applicable)			
(Last) (First) (Middle) ARVINMERITOR, INC., 2135 WEST MAPLE ROAD			e of Earliest Transaction h/Day/Year) 1/2009	Director 10% Owner _X Officer (give title Other (spec below) Executive Vice President			
TROY, MI	(Street) 48084-7186		amendment, Date Original Month/Day/Year)	6. Individual o Applicable Line _X_ Form filed b Form filed b Person)	ng Person	
(City)	(State)	(Zip) T	able I - Non-Derivative Securities A	cquired, Dispose	d of, or Benef	icially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year	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	04/01/2009		$F_{\underline{(1)}}$ 2,587 D $\begin{array}{ccc} \$ \\ 0.775 \end{array}$	137,081 <u>(2)</u>	D		
Common Stock				348	I	ArvinMerito Savings Plan (3)	
Reminder: Re	port on a separate line	e for each class of s	ecurities beneficially owned directly o	•	laction of	SEC 1474	

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(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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date I	Expiration Date	or Title Numb			
						Exercisable					
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

DONLON JAMES D III ARVINMERITOR, INC. 2135 WEST MAPLE ROAD TROY, MI 48084-7186

Executive Vice President

Signatures

James D. Donlon, III, by Barbara Novak, Attorney-in-fact

04/02/2009

**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).
- In connection with the vesting and delivery of restricted stock, and pursuant to the terms of the restricted stock agreement, shares were **(1)** withheld to pay required withholding taxes.
- Reflects the vesting of the 8,398 restricted shares vested on April 1, 2009 and the withholding of 2,587 of such shares to pay required (2) withholding taxes. Also includes 74,204 shares of restricted stock that are held by the issuer to implement restrictions on transfer unless and until certain conditions are met. Shares of restricted stock were shown in previous reports on Form 4 on a separate line.
- 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 February 28, 2009.

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.

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