

BAKER VERNON G II
Form 4
January 06, 2011

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 *
BAKER VERNON G II

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/05/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP and General Counsel

TROY, MI 48084-7186
(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | | | | (A) or (D) | | | ArvinMeritor Savings Plan (1) |
| Common Stock | 01/05/2011 | | S | 9,364 (2) | \$ 21.4826 (3) | 206,700 (4) | D |

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

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SEC 1474 (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. 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) | 8. Price or Amount of Derivative Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Common Stock Share Equivalents (5) | \$ 0 | | | | | (6) (6) | Common Stock | 18,794 |

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 01/05/2011

**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 November 30, 2010.
- (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 used to pay required withholding taxes.
- (3) Reflects the weighted average sales price. The actual range of prices for such transactions was \$21.45 to \$21.58. The filer undertakes upon request to provide full information regarding the number of shares sold at each price.
- (4) Reflects the vesting of 32,411 shares of restricted stock on January 2, 2011, with 9,364 of such shares sold to pay required withholding taxes and the remaining shares held as freely transferable and not as restricted stock. Total also includes 112,400 restricted stock units, each of which represents the right to receive one share of common stock upon the vesting date, subject to terms and conditions.
- (5)

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Share equivalents related to ArvinMeritor common stock, held under ArvinMeritor's supplemental savings plan, based on information furnished by the Plan Administrator as of November 30, 2010.

(6) Inapplicable

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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