

ARVINMERITOR INC

Form 4

January 29, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARLEY JAMES E

(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)
01/28/2010

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)

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)
Common Stock	01/28/2010		A	(A) or (D) 7,960 (1)	A (3) 32,089 (2)	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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

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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 of Derivative Security (Instr. 5)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Share Units	\$ 0					(4)	(4)	Common Stock	15,900

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARLEY JAMES E ARVINMERITOR, INC. 2135 WEST MAPLE ROAD TROY, MI 48084-7186			X	

Signatures

James E. Marley, By: Barbara Novak,
Attorney-in-fact

01/29/2010

____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).

Award of restricted share units, which represent the right to receive shares of common stock on a one-to-one basis upon vesting, which is generally three years from the date of grant, subject to terms and conditions. Prior awards of restricted stock units, which have different vesting provisions, have been reported in Table II.

(2) Includes 16,423 shares of restricted stock held by the issuer to implement restrictions on transfer unless and until certain conditions are met and the 7,960 restricted share units being reported as awarded.

(3) inapplicable

Restricted share units vest and are paid or settled after the earliest of (1) six years from the date of award, (2) ten days after retirement from the Board after reaching age 72 and having at least 3 years of service as a director, and (3) the date of ceasing to be a director by reason of the antitrust laws, compliance with conflict of interest policies, death, disability or other circumstances that the Board deems not to be adverse to the best interests of ArvinMeritor.

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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