

ARVINMERITOR INC
Form 4
January 28, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Hopgood Daniel Roy

(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)
Controller

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 ⁽¹⁾ | | A | V Amount (A) or (D) Price | 7,400 (2) 28,936 (3) | D | |
| Common Stock | | | | | 703 | I | ArvinMeritor Savings Plan (4) |

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 Value of Derivative Security (Instr. 3) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Common Stock Share Equivalents ⁽⁵⁾ | \$ 0 | | | Code V (A) (D) | | Date Exercisable ⁽⁶⁾ Expiration Date ⁽⁶⁾ | Common Stock | Amount or Number of Shares 3 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hopgood Daniel Roy ARVINMERITOR, INC. 2135 WEST MAPLE ROAD TROY, MI 48084-7186 | | | Controller | |

Signatures

Daniel R. Hopgood, By Barbara Novak,
Attorney-in-fact 01/28/2010

__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).

(1) Date of shareholder approval of 2010 Long-Term Incentive Plan under which grant was made on December 1, 2009, subject to such shareholder approval.

(2) inapplicable

(3) Total also includes 5,436 shares of restricted stock that are held by the issuer to implement restrictions on transfer unless and until certain conditions are met and 23,500 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.

(4) 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 December 31, 2009.

(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 December 31, 2009.

(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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