

Heffron Timothy J.
Form 4
September 28, 2018

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 *
Heffron Timothy J.

(Last) (First) (Middle)

C/O MERITOR, INC., 2135 WEST MAPLE ROAD

(Street)

TROY, MI 48084-7186

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MERITOR INC [MTOR]

3. Date of Earliest Transaction (Month/Day/Year)
09/26/2018

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)

SVP, HR & CIO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 31,741 | D | |
| Common Stock | | | | | 11,555 ⁽¹⁾ | I | Meritor Savings Plan |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Share Units | \$ 0 | 09/26/2018 | | A | 45,214 | (2) (2) | Common Stock | 45,214 |
| Restricted Share Units | \$ 0 | | | | | (3) (3) | Common Stock | 9,439 |
| Restricted Share Units | \$ 0 | | | | | (4) (4) | Common Stock | 18,324 |
| Restricted Share Units | \$ 0 | | | | | (5) (5) | Common Stock | 16,745 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Heffron Timothy J. C/O MERITOR, INC. 2135 WEST MAPLE ROAD TROY, MI 48084-7186 | | | SVP, HR & CIO | |

Signatures

/s/ Timothy J. Heffron, By: April Miller Boise,
Attorney-in-fact

09/28/2018

__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 Meritor, Inc. (the "Company") common stock funds in an employee benefit trust fund established under the Meritor, Inc. Savings Plan, based on information furnished by the plan administrator as of September 26, 2018.

(2)

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Acquisition of Restricted Share Units ("RSUs") as equity compensation following satisfaction of the performance criteria applicable thereto. Each RSU represents the right to receive one share of common stock of the Company or its cash equivalent upon the vesting date, which occurs at the earlier of December 1, 2018 or upon termination of employment with the Company under certain circumstances.

- The date of grant of the RSUs was December 1, 2017. Each RSU represents the right to receive one share of common stock of the
- (3) Company or its cash equivalent upon the vesting date, which occurs at the earlier of three years from the date of grant or upon termination of employment with the Company under certain circumstances.

- The date of grant of the RSUs was December 1, 2016. Each RSU represents the right to receive one share of common stock of the
- (4) Company or its cash equivalent upon the vesting date, which occurs at the earlier of three years from the date of grant or upon termination of employment with the Company under certain circumstances.

- The date of grant of the RSUs was December 1, 2015. Each RSU represents the right to receive one share of common stock of the
- (5) Company or its cash equivalent upon the vesting date, which occurs at the earlier of three years from the date of grant or upon termination of employment with the Company under certain circumstances.

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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