

MERITOR INC
Form 4
May 04, 2016

FORM 4

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

OMB APPROVAL

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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 *
Villavarayan Chris

(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)
05/01/2016

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)
Pres., Americas

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 | | | | | 13,383 | D | |
| Common Stock | | | | | 4,030 ⁽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 Unit | \$ 0 | 05/01/2016 | | A | 12,235 | (2) (2) | Common Stock | 12,235 |
| Restricted Share Unit | \$ 0 | | | | | (3) (3) | Common Stock | 10,466 |
| Restricted Share Unit | \$ 0 | | | | | (4) (4) | Common Stock | 21,004 |
| Restricted Share Unit | \$ 0 | | | | | (5) (5) | Common Stock | 15,000 |
| Common Stock Share Equivalents | \$ 0 | | | | | (6) (6) | Common Stock | 1,425 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Villavarayan Chris C/O MERITOR, INC. 2135 WEST MAPLE ROAD TROY, MI 48084-7186 | | | Pres., Americas | |

Signatures

/s/ Chris Villavarayan, By: Richard D. Rose, Attorney-in-fact 05/03/2016

**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) Between December 1, 2015 and May 1, 2016, the reporting person acquired 363 shares of common stock of Meritor, Inc. (the "Company") under the Meritor, Inc. Savings Plan. Shares are purchased periodically and held in Meritor common stock funds in an employee benefit trust fund established under the Meritor, Inc. Savings Plan. The information on this report is based on information furnished by the plan administrator as of May 1, 2016.

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- Acquisition of Restricted Share Units ("RSUs") as equity compensation. The date of grant of the RSUs was May 1, 2016. Each RSU
- (2) 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 three years from the date of grant or upon termination of employment with the Company under certain circumstances.
 - (3) 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 Company or its cash equivalent upon the vesting date, subject to the terms and conditions described in footnote 2 above.
 - (4) The date of grant of the RSUs was December 1, 2014. Each RSU represents the right to receive one share of common stock of the Company or its cash equivalent upon the vesting date, subject to the terms and conditions described in footnote 2 above.
 - (5) The date of grant of the RSUs was December 1, 2013. Each RSU represents the right to receive one share of common stock of the Company or its cash equivalent upon the vesting date, subject to the terms and conditions described in footnote 2 above.
 - (6) Between April 30, 2015 and May 1, 2016, the reporting person acquired 522 share equivalents related to Company common stock held under the Meritor, Inc. Supplemental Savings Plan, based on information furnished by the plan administrator as of May 1, 2016.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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.