

ARVINMERITOR INC
Form 4
December 10, 2008

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 *
Lehmann Mary A

(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)
12/09/2008

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)
Sr. VP and Treasurer

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)
			Code	V Amount (A) or (D) Price			
Common Stock	12/09/2008		J ⁽¹⁾	1,508 A \$ 4.3861	67,670	I	Restricted Stock ⁽²⁾
Common Stock	12/09/2008		S ⁽³⁾	564 D \$ 4.267 ⁽⁴⁾	65,842 ⁽⁵⁾	I	Restricted Stock ⁽²⁾
Common Stock	12/09/2008		S ⁽³⁾	300 D \$ 4.2733 ⁽⁷⁾	4,131 ⁽⁵⁾	D	
Common Stock					1,394	I	ArvinMeritor Savings Plan ⁽⁶⁾

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

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(9-02)

**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 <u>(8)</u>	\$ 0					(9) (9)	Common Stock	Amount or Number of Shares 166

Reporting Owners

Reporting Owner Name / Address

Relationships

Lehmann Mary A
ARVINMERITOR, INC.
2135 WEST MAPLE ROAD
TROY, MI 48084-7186

Director 10% Owner Officer Other

Sr. VP and Treasurer

Signatures

Mary A. Lehmann, By Barbara Novak,
Attorney-in-fact

12/09/2008

 **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) Acquisition of additional shares of restricted stock through automatic reinvestment of quarterly dividend, based on information provided by restricted stock plan administrator.
- (2) Held by the issuer to implement restrictions on transfer unless and until certain conditions are met.

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- In connection with the vesting and delivery of restricted stock and the delivery of common stock in settlement of performance shares, and
- (3) pursuant to the terms of the restricted stock and performance share agreements, shares were sold and the net proceeds were used to pay required withholding taxes.
 - (4) Reflects the weighted average sales price. The actual range of prices for such transactions was \$4.22 to \$4.31. The filer undertakes upon request to provide full information regarding the number of shares sold at each price.
 - (5) Reflects a change in the form of beneficial ownership of 1,264 shares, from indirect to direct, due to vesting of restricted stock.
 - (6) 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 October 31, 2008.
 - (7) Reflects the weighted average sales price. The actual range of prices for such transactions was \$4.25 to \$4.29. The filer undertakes upon request to provide full information regarding the number of shares sold at each price.
 - (8) Share equivalents related to ArvinMeritor common stock, held under ArvinMeritor's supplemental savings plan, based on information furnished by the Plan Administrator as of October 31, 2008.
 - (9) 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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