BAKER VERNON G II

Form 4

December 10, 2008

FORM 4

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

OMB 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Number: January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

Persons who respond to the collection of

information contained in this form are not

obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

BAKER VERNON G II

1. Name and Address of Reporting Person *

			ARVINMERITOR INC [ARM]				RM]	(Check all applicable)			
(Last) (First) (Middle) ARVINMERITOR, INC., 2135 WEST MAPLE ROAD			3. Date of Earliest Transaction (Month/Day/Year) 12/09/2008					Director 10% Owner X Officer (give title Other (specify below) below) Senior VP and General Counsel			
TROY, M	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Ta	ble I - No	n-Derivati	ve Sec	curities Ac	quired, Disposed	of, or Benef	icially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemo Execution any (Month/Da	Date, if	Code (Instr. 8)	/ Amount	(A) or (D)	ed of (D)	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)	
Stock	12/09/2008			3 <u>(+)</u>	2,797	D	(2)	47,361	D		
Common Stock								6,366	I	ArvinMeritor Savings Plan	
Common Stock	12/09/2008			J <u>(4)</u>	1,606	A	\$ 4.3861	72,050	I	Restricted Stock (5)	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.											

SEC 1474

(9-02)

Edgar Filing: BAKER VERNON G II - Form 4

required to respond unless the form displays a currently valid OMB control number.

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. Transac Code (Instr. 8	5. tionNumber of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pric Deriva Securit (Instr.
				Code '	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock Share Equivalents	\$ 0					<u>(7)</u>	<u>(7)</u>	Common Stock	18,357	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BAKER VERNON G II ARVINMERITOR, INC. 2135 WEST MAPLE ROAD TROY, MI 48084-7186

Senior VP and General Counsel

Signatures

Vernon G. Baker, II By: Barbara Novak, Attorney-in-fact

12/10/2008

**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) In connection with the delivery of common stock in settlement of performance shares, and pursuant to the terms of the performance share agreement, shares were sold and the net proceeds were used to pay required withholding taxes.
- (2) Reflects the weighted average sales price. The actual range of prices for such transactions was \$4.21 to \$4.32. The filer undertakes upon request to provide full information regarding the number of shares sold at each price.
- (3) 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 October31, 2008.

Reporting Owners 2

Edgar Filing: BAKER VERNON G II - Form 4

- (4) Acquisition of additional shares of restricted stock through automatic reinvestment of quarterly dividend, based on information provided by restricted stock plan administrator.
- (5) Held by the issuer to implement restrictions on transfer unless and until certain conditions are met.
- (6) 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.
- (7) Inapplicable

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.