

BAKER VERNON G II

Form 4

December 05, 2012

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BAKER VERNON G II

(Last) (First) (Middle)

**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)

12/04/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Senior VP and General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock					6,515	I	Meritor Savings Plan ⁽¹⁾
Common Stock	12/04/2012		S ⁽²⁾	13,816	D	\$ 4,3717	265,276 ⁽⁴⁾ ⁽³⁾

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

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information contained in this form are not
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(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 (6)	\$ 0			Code V (A) (D)		Date Exercisable (5) Expiration Date (5)	Title Common Stock	Amount or Number of Shares 18,794

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAKER VERNON G II MERITOR, 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

12/05/2012

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 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 November 30, 2012.
- (2) In connection with the vesting and delivery of restricted stock units, and pursuant to the terms of the restricted stock unit agreement and a Rule 10b5-1 plan, shares were sold and the net proceeds used to pay required withholding taxes.
- (3) Reflects the weighted average sales price. The actual range of prices for such transactions was \$4.32 to \$4.41. The filer undertakes upon request to provide full information regarding the number of shares sold at each price.
- (4) Total also includes 92,890 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.
- (5) Inapplicable

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- (6) Share equivalents related to Meritor common stock, held under Meritor's supplemental savings plan, based on information furnished by the Plan Administrator as of November 30, 2012.

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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