MERITOR INC Form 4 January 28, 2013

FORM 4

OMB APPROVAL

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

OMB Number:

Expires:

3235-0287 January 31,

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MARLEY JAMES E			2. Issuer Name and Ticker or Trading Symbol MEDITOR INC IMTOR				5. Relationship of Reporting Person(s) to Issuer			
			MERITOR INC [MTOR]				(Check all applicable)			
(Last)	(First) (M		3. Date of Earliest Transaction				** 5.	400		
			(Month/Day/Year)				X Director 10% Owner Officer (give title Other (specify			
MAPLE RO		1 01/24	01/24/2013				below)	below)	er (speerry	
	(Street) 4. If Ame			endment, Date Original				6. Individual or Joint/Group Filing(Check		
		Filed(N	Filed(Month/Day/Year)				Applicable Line)			
TROY, MI 48084-7186							_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of	2. Transaction Date		3.	4. Securit		-	5. Amount of	6. Ownership Form: Direct	7. Nature of	
Security	(Month/Day/Year)				l of	Securities	Indirect Beneficial			
(Instr. 3)		any (Month/Day/Yea		(D) (Instr. 3, 4 and 5)			Beneficially Owned	(D) or Indirect (I)	Ownership	
		(-) ()	(msu. 3, 1 and 3)			Following	(Instr. 4)	(Instr. 4)	
					(A)		Reported			
					or		Transaction(s) (Instr. 3 and 4)			
_			Code V		(D)	Price	(IIIsti. 3 alid 4)			
Common Stock	01/24/2013		A	20,120 (1)	A	\$ 0 (6)	82,559 (3)	D		
Common	01/26/2013		M	4,500	٨	\$0	97 050 (3)	D		

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

M

(2)

01/26/2013

Stock

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

87,059 (3)

D

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

I	. 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. Transacti 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. Pri Derri Secu (Inst	
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
S	Restricted Share Jnits	\$ 0 (5)	01/26/2013		M	4,500	(4)(5)	<u>(5)</u>	Common Stock	4,500		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MARLEY JAMES E MERITOR, INC. 2135 WEST MAPLE ROAD TROY, MI 48084-7186	X						

Signatures

James E. Marley, By: Barbara Novak,
Attorney-in-fact

**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 Restricted Share Units as equity compensation.
- (2) Vesting of restricted share units
- Includes 6,316 shares of restricted stock held by the issuer to implement restrictions on transfer unless and until certain conditions are met and 39,070 restricted share units, which represent the right to receive shares of common stock on a one-to-one basis upon vesting, which is generally three years, subject to terms and conditions. Also reflects vesting on January 28, 2013 of 7,960 restricted stock units.
- Restricted share units vest and are paid or settled after the earliest of (1) six years from the date of award, (2) ten days after retirement from the Board after reaching age 72 and having at least 3 years of service as a director, and (3) the date of ceasing to be a director by reason of the antitrust laws, compliance with conflict of interest policies, death, disability or other circumstances that the Board deems not to be adverse to the best interests of Meritor.
- (5) Restricted share units converted on a one-to-one basis into common stock on the vesting date.
- (6) 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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