

ARVINMERITOR INC
Form 4
November 25, 2002

FORM 4

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

OMB APPROVAL

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

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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

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|--|--|--|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* Baker, II, Vernon G. (Last) (First) (Middle) | | | 2. Issuer Name and Ticker or Trading Symbol ArvinMeritor, Inc. (ARM) | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Senior Vice President and General Counsel | | |
| ArvinMeritor, Inc. 2135 West Maple Road | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | 4. Statement for Month/Day/Year 11/22/02 | | |
| (Street) Troy, MI 48084-7186 | | | 5. If Amendment, Date of Original (Month/Day/Year) | | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |

| 1. Title of Security (Instr. 3) | | | 2. Trans-action Date (Month/ Day/ Year) | | 2A. Deemed Execution Date, if any (Month/Day/ Year) | | 3. Trans-action Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) | | | 5. Amount of Securities Beneficially Owned Follow-ing Reported Transactions(s) (Instr. 3 & 4) | | 6. Owner-ship 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 | | | | | | | | | | | | 4,865 | | D | | |
| Common Stock | | | ⁽¹⁾ | | | | J | | 1,490 | A | | 4,177 | | I | | ArvinMeritor Savings Plan |
| Common Stock | | | ⁽²⁾ | | | | J | | 115 | A | | | | I | | Restricted Stock |
| Common Stock | | | 11/22/02 | | | | A | | 15,000 | A | | 24,950 | | I | | Restricted Stock ⁽³⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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 & 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Name of Indirect Beneficial Owner (Instr. 4) |
|---|--|---|---|-----------------------------------|---|--------|--|--------------------------|---|--------------|--|--|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | | |
| Employee Stock Option (Right to Buy) | \$15.32 | 11/22/02 | | A | | 30,000 | | see below ⁽⁴⁾ | 11/22/12 | Common Stock | 30,000 | | 30,000 | D | | |
| Common Stock Share Equivalents | | See below ⁽⁵⁾ | | J | | 1,137 | | | | Common Stock | 1,137 | | 4,644 | D | | |

Explanation of Responses:

- (1) Shares purchased periodically and held in ArvinMeritor common stock funds under the ArvinMeritor, Inc. Savings Plan, based on information furnished by the Plan Administrator as of October 31, 2002. The shares in ArvinMeritor common stock funds are held in an employee benefit trust fund established under the Plan.
- (2) Periodic acquisitions of additional shares through automatic reinvestment of dividends. Information provided by dividend reinvestment plan administrator as of October 31, 2002.
- (3) Held by the issuer to implement restrictions on transfer unless and until certain conditions are met.
- (4) Options will become exercisable in whole or in part (but only for a whole number of shares) as to one-third of the option shares beginning on November 22, 2003, as to an additional one-third of the option shares beginning on November 22, 2004, and as to the balance of the option shares beginning on November 22, 2005.
- (5) Periodic acquisition of 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, 2002.

By: /s/ **Vernon G. Baker, II** **11/22/02**
By: Bonnie Wilkinson, Attorney-in-fact Date
 **Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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