

ARVINMERITOR INC  
Form 8-K  
December 09, 2004

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 7, 2004

ARVINMERITOR, INC.  
(Exact name of registrant as specified in its charter)

Indiana  
(State or other jurisdiction  
of incorporation)

1-15983  
(Commission  
File No.)  
2135 West Maple Road  
Troy, Michigan  
(Address of principal executive offices)

38-3354643  
(IRS Employer  
Identification No.)

48084-7186  
(Zip code)

Registrant's telephone number, including area code: (248) 435-1000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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**Item 1.01 Entry into a Material Definitive Agreement**

On December 7, 2004, the Compensation and Management Development Committee of ArvinMeritor, Inc. ( ArvinMeritor ) amended the 1997 Long-Term Incentives Plan ( Plan ) and approved a form of Performance Share Agreement with respect to awards of performance shares under the amended Plan. The primary purpose of the amendment was to expand the types of equity awards that can be made under the Plan to include restricted share units and performance shares.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits

- 10 a 1997 Long-Term Incentives Plan as amended and restated.
- 10 b Form of Performance Share Agreement under the 1997 Long-Term Incentives Plan.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ARVINMERITOR, INC.

By: /s/ Vernon G. Baker, II  
Vernon G. Baker, II  
Senior Vice President and General Counsel

Date: December 7, 2004

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
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