

MERITOR INC
Form 4
February 01, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
NEWLIN WILLIAM R

(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)
01/28/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D) Price	222,643 ⁽¹⁾ <u>(2)</u>	D	
Common Stock					59,342 ⁽²⁾	I	Owned by GRAT trusts of which Mr. Newlin is trustee and settlor and his children are beneficiaries.
Common Stock	01/05/2016		G	V 59,342 D \$ 0 0		I	Owned by GRAT trusts

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of which Mr. Newlin is trustee and settlor and his children are beneficiaries.
(3)

Common Stock 01/28/2016 A 15,313 A \$ 0 237,956 (6) D

Common Stock 6,860 I

Owned by trust of which spouse is beneficiary.

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

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(9-02)

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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

/s/ William R. Newlin, By: Sandra J. Quick,
Attorney-in-fact

02/01/2016

__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) Includes 41,748 shares of Restricted Stock held by Meritor, Inc. (the "Company") to implement restrictions on transfer unless and until certain conditions are met. The number of shares of common stock beneficially owned by Mr. Newlin corrects the number reported in Column 5 of Mr. Newlin's Form 4 filed on February 4, 2015, which inadvertently did not include the 18,670 shares of common stock reported as acquired in Column 4 of the 2/4/15 Form 4.
 - (2) Reflects 11,400 shares of common stock transferred from Mr. Newlin's reported direct holdings to his Grantor Retained Annuity Trusts (the "GRAT").
 - (3) Upon termination of the GRAT, 59,342 of the shares held by the GRAT were distributed to Mr. Newlin's adult children who do not reside in his household.
 - (4) Acquisition of shares of Restricted Stock of the Company as equity compensation.
 - (5) Inapplicable.
 - (6) Includes 36,941 shares of Restricted Stock held by the Company to implement restrictions on transfer unless and until certain conditions are met. Also reflects vesting on January 24, 2016 of 20,120 shares of Restricted Stock.

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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