

BAKER VERNON G II
Form 4
December 12, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
BAKER VERNON G II

2. Issuer Name and Ticker or Trading Symbol
ARVINMERITOR INC [ARM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ARVINMERITOR, INC., 2135
WEST MAPLE ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/11/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP and General Counsel

TROY, MI 48084-7186
(City) (State) (Zip)

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

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)
			Code	V Amount (A) or (D) Price			
Common Stock	12/11/2007		S ⁽¹⁾	5,035 D 11.4526 ⁽²⁾	31,778	D	
Common Stock					6,173	I	ArvinMeritor Savings Plan ⁽³⁾
Common Stock	12/11/2007	12/12/2007	J ⁽⁴⁾	452 A \$ 11.23	51,232	I	Restricted Stock ⁽⁵⁾

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

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SEC 1474 (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 Amount of Derivative Security (Instr. 3)
Common Stock Share Equivalents (6)	\$ 0					<u>(7)</u> <u>(7)</u>	Common Stock	17,796

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAKER VERNON G II ARVINMERITOR, INC. 2135 WEST MAPLE ROAD TROY, MI 48084-7186			Senior VP and General Counsel	

Signatures

Vernon G. Baker, II By: Bonnie Wilkinson,
Attorney-in-fact

12/12/2007

**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) In connection with the delivery of common stock in settlement of performance shares, and pursuant to the terms of the performance share agreement, shares were sold and the net proceeds were used to pay required withholding taxes.

(2) Represents the average sale price. The shares were sold at the following prices: 2,300 at \$11.23 per share; 100 at \$11.56 per share; 200 at \$11.5675 per share; 200 at \$11.5725 per share; 100 at \$11.5825 per share; 835 at \$11.59 per share; 100 at \$11.60 per share; 200 at \$11.615 per share; 100 at \$11.65 per share; 200 at \$11.68 per share; 100 at \$11.70 per share; 300 at \$11.75 per share; 100 at \$11.76 per share; and 200 at \$11.80 per share.

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- (3) Shares purchased periodically and held in ArvinMeritor 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, 2007.
- (4) Acquisition of additional shares of restricted stock through automatic reinvestment of quarterly dividend, based on information provided by restricted stock plan administrator.
- (5) Held by the issuer to implement restrictions on transfer unless and until certain conditions are met.
- (6) Share equivalents related to ArvinMeritor common stock, held under ArvinMeritor's supplemental savings plan, based on information furnished by the Plan Administrator as of November 30, 2007.
- (7) 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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