

ARVINMERITOR INC  
Form DEF 14A  
December 15, 2008

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  Soliciting Material Under Rule 14a-12
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials

ARVINMERITOR, INC.

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(Name of Registrant as Specified In Its Charter)  
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(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

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4) Date Filed:

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**Letter to  
Shareowners  
Notice of 2009  
Annual Meeting  
and  
Proxy Statement**

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December 15, 2008

Dear Shareowner:

You are cordially invited to attend the 2009 annual meeting of shareowners of ArvinMeritor, Inc.

The meeting will be held at ArvinMeritor's World Headquarters in Troy, Michigan, on Friday, January 30, 2009, at 9 a.m. At the meeting there will be a current report on the activities of the Company followed by discussion and action on the matters described in the Proxy Statement. Shareowners will have an opportunity to comment on or to inquire about the affairs of the Company that may be of interest to shareowners generally.

If you plan to attend the meeting, please indicate your intention to attend when voting by Internet or telephone or mark the box on your proxy card.

We hope that as many shareowners as can conveniently attend will do so.

Sincerely yours,

Charles G. McClure, Jr.  
*Chairman of the Board, Chief Executive Officer  
and President*

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**ARVINMERITOR, INC.  
2135 West Maple Road  
Troy, Michigan 48084-7186**

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**Notice of 2009 Annual Meeting of Shareowners**

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**To the Shareowners of ARVINMERITOR, INC.:**

**Notice is Hereby Given** that the 2009 Annual Meeting of Shareowners of ArvinMeritor, Inc. (the "Company") will be held at the Company's World Headquarters at 2135 West Maple Road, Troy, Michigan 48084, on Friday, January 30, 2009, at 9 a.m. (Eastern Standard Time) for the following purposes:

- (1) to elect three members of the Board of Directors of the Company with terms expiring at the Annual Meeting in 2012;
- (2) to consider and vote upon a proposal to approve the selection by the Audit Committee of the Board of Directors of the firm of Deloitte & Touche LLP as auditors of the Company; and
- (3) to transact such other business as may properly come before the meeting.

Only shareowners of record at the close of business on November 24, 2008 will be entitled to notice of, and to vote at, the meeting.

By order of the Board of Directors.

Barbara Novak  
*Secretary*

December 15, 2008

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**PROXY STATEMENT**

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The 2009 Annual Meeting of Shareowners of ArvinMeritor, Inc. (the "Company" or "ArvinMeritor") will be held on January 30, 2009, for the purposes set forth in the accompanying Notice of 2009 Annual Meeting of Shareowners. The Board of Directors of ArvinMeritor is soliciting proxies to be used at the Annual Meeting and any adjournment, and is furnishing this proxy statement in connection with its solicitation.

As permitted by Securities and Exchange Commission (SEC) rules, ArvinMeritor is making this proxy statement, the proxy card and the annual report to shareowners (the proxy materials) available to you electronically via the Internet. On December 15, 2008, we mailed to our shareowners a notice (the Notice) containing instructions on how to access and review the proxy materials and how to vote online. If you received a Notice by mail, you will not receive a printed copy of the proxy materials in the mail unless you request it. If you would like a printed copy of the proxy materials, follow the instructions for requesting them that are included in the Notice.

Shareowners of record may vote in any of three ways: (a) via the Internet; (b) by calling a toll-free telephone number; or (c) if you received your proxy materials by mail, by executing and returning a proxy card. Instructions for Internet voting are included on the Notice, and instructions for telephone and Internet voting are included on the proxy card. If you vote by telephone or Internet, it is not necessary to return a proxy card. If you properly give a proxy (including a written proxy or a proxy via telephone or Internet), your shares will be voted as you specify in the proxy. If no specification is made, the shares will be voted in accordance with the recommendations of the Board of Directors. You may revoke your proxy prior to its exercise by delivering written notice of revocation to the Secretary of the Company, by giving a valid, later dated proxy, by voting via telephone or Internet at a later date than the date of the proxy, or by attending the meeting and voting in person.

If your shares are held in street name by a bank, broker or other nominee holder on your behalf, you must follow the directions that you receive from your bank, broker or other nominee holder in order to direct the vote or change the vote of your shares. If you wish to vote in person at the meeting, you must obtain a legal proxy from the nominee holding your ArvinMeritor shares.

Our policy is to keep confidential proxy cards, ballots and voting tabulations that identify individual shareowners. However, exceptions to this policy may be necessary in some instances to comply with legal requirements and, in the case of any contested proxy solicitation, to verify the validity of proxies presented by any person and the results of the voting. Inspectors of election and any employees associated with processing proxy cards or ballots and tabulating the vote must acknowledge their responsibility to comply with this policy of confidentiality.

**VOTING SECURITIES**

Only shareowners of record at the close of business on November 24, 2008 are entitled to receive notice of, and to vote at, the meeting. On November 24, 2008, we had outstanding 73,945,849 shares of Common Stock, par value \$1 per share, of ArvinMeritor (Common Stock). Each holder of Common Stock is entitled to one vote for each share held.

As of November 24, 2008, T. Rowe Price Trust Company, as directed trustee under the ArvinMeritor savings plans for its participating employees, owned the following shares of Common Stock:

Name and address	Number of Shares	Percent of Outstanding Common Stock
T. Rowe Price Trust Company 4555 Painters Mill Road Owings Mills, MD 21117	2,430,520	3.29%

If you are a participant and hold shares of Common Stock in ArvinMeritor's savings plans, your Internet or telephone vote or your proxy card will also serve as a voting instruction for the trustee with respect to shares held in your account. Shares held on account of participants in these plans will be voted by the trustee in accordance

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with instructions from the participants (either in writing or by means of telephone or Internet voting procedures). Where no instructions are received, shares will be voted by the trustee in the same manner and proportion as shares for which instructions are received.

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In addition, the following entities reported beneficial ownership of more than 5% of the outstanding shares of ArvinMeritor Common Stock as of the dates noted below. This information is based on Schedules 13G and 13G/A that were filed with the SEC.

Name and Address	Number of Shares	Percent of Outstanding Common Stock
Glenhill Advisors, LLC, Glenn J. Krevlin and Glenhill Capital Management, LLC 598 Madison Avenue, 12 <sup>th</sup> Floor, New York, NY 10022	6,145,288	8.4% (as of 12/31/07)
Dimensional Fund Advisors LP 1299 Ocean Avenue, Santa Monica, CA 90401	5,965,185	8.21% (as of 12/31/07)
Denver Investment Advisers LLC 1225 17 <sup>th</sup> Street, 26 <sup>th</sup> Floor Denver, Colorado 80202	5,229,529	7.2% (as of 12/31/07)
Glenview Capital Management, LLC and Lawrence M. Robbins 767 Fifth Avenue, 44 <sup>th</sup> Floor New York, NY 10153	4,809,047	6.53% (as of 3/25/08)
Lord, Abbett & Co. LLC 90 Hudson Street Jersey City, NJ 07302	4,637,383	6.38% (as of 12/31/07)
AXA Assurances I.A.R.D Mutuelle and AXA Assurances Vie Mutuelle, 26, rue Drouot 75009 Paris, France, AXA Courtage Assurance Mutuelle, 26, rue Drouot 75009 Paris, France as a group, AXA, 25, avenue Matignon 75008 Paris, France, and AXA Financial, Inc., 1290 Avenue of the Americas, New York, New York 10104	3,802,328	5.2% (as of 12/31/07)

### ELECTION OF DIRECTORS

Our Restated Articles of Incorporation provide that the Board of Directors consists of three classes of directors with overlapping three-year terms, and that the three classes should be as nearly equal in number as possible. One class of directors is elected each year with terms extending to the Annual Meeting of Shareowners held three years later.

The Company's Board of Directors currently consists of nine members — three directors in Class III, with terms expiring at the 2009 Annual Meeting; three directors in Class I, with terms expiring at the Annual Meeting of Shareowners in 2010; and three directors in Class II, with terms expiring at the Annual Meeting of Shareowners in 2011.

Three directors are standing for re-election at the 2009 Annual Meeting as Class III directors, for terms expiring at the Annual Meeting of Shareowners in 2012. The three directors in Class I and the three directors in Class II continue to serve terms expiring at the Annual Meeting of Shareowners in 2010 and 2011, respectively.

Proxies will be voted at the meeting (unless authority to do so is withheld) for the election as directors of the nominees specified in *Class III — Nominees for Director with Terms Expiring in 2012*, under the heading *Information as to Nominees for Director and Continuing Directors* below. If for any reason any of the nominees is not a candidate (which is not expected) when the election occurs, it is likely that either (a) proxies would be voted for the election of the other nominees and a substitute nominee, or (b) the Board of Directors would reduce the number of directors.

No director of ArvinMeritor was selected pursuant to any arrangement or understanding between him or her and any person other than ArvinMeritor. There are no family relationships, as defined in Item 401 of Regulation S-K, between any executive officer, director or person nominated to become a director or executive officer of

ArvinMeritor. No person who has served as a director or executive officer of ArvinMeritor at any time since October 1, 2007 has any substantial interest, direct or indirect, in any matter to be acted on at the 2009 Annual Meeting, other than election of directors to office.

### INFORMATION AS TO NOMINEES FOR DIRECTOR AND CONTINUING DIRECTORS

The following information, as reported to us as of the date of this proxy statement, is shown below for each nominee for director and each continuing director: name, age and principal occupation; period during which he or she has served as a director of ArvinMeritor and its predecessor, Meritor Automotive, Inc. (Meritor), which merged with Arvin Industries, Inc. (Arvin) into ArvinMeritor on July 7, 2000 (the merger); position, if any, with ArvinMeritor; business experience; other directorships held; and the standing committees of the Board of Directors on which the nominee or continuing director serves.

#### CLASS III □ NOMINEES FOR DIRECTOR WITH TERMS EXPIRING IN 2012

##### DAVID W. DEVONSHIRE

*Retired Executive Vice President and Chief Financial Officer, Motorola, Inc. (Communications Technologies and Electronics Products)*

Age 63

Mr. Devonshire, a director since July 2004, is a member of the Audit Committee. He was Executive Vice President and Chief Financial Officer of Motorola, Inc. from 2002 to March 2007, and Executive Vice President of Motorola from March 2007 until his retirement in December 2007. He had previously served as Executive Vice President and Chief Financial Officer for Ingersoll-Rand Company (industrial components) from 1998 to 2002; Senior Vice President and Chief Financial Officer for Owens Corning, Inc. (building materials and fiberglass composites) from 1993 to 1998; Corporate Vice President of Finance for Honeywell (diversified manufacturing and technology) from 1992 to 1993; and Corporate Vice President and Controller for Honeywell from 1990 to 1992. Prior to that, Mr. Devonshire served in financial positions with Mead Corporation (forest products), Baxter International, Inc. (medical devices and biotechnology) and KPMG (public accounting), where he began his career in 1968. Mr. Devonshire serves on the boards of Roper Industries, Arbitron Inc. and Career Education and the advisory boards of CFO Magazine and LEK Consulting, and is a member of the Board of Trustees of the John G. Shedd Aquarium of Chicago.

##### VICTORIA B. JACKSON

*President, Victoria Bellé, Inc. (Design, Manufacturing and Marketing of Specialty Retail Products)*

Age 53

Ms. Jackson, a director since July 2000 and a director of Meritor from July 1999 until the merger, is a member of the Audit Committee and the Environmental and Social Responsibility Committee. She currently serves as President of Victoria Bellé, Inc., a designer, manufacturer and marketer of specialty retail products. She was President and Chief Executive Officer of DSS/ProDiesel, Inc. (transportation components) from 1979 until 1998, when the company was sold to TransCom USA. She served as a consultant to TransCom USA from 1998 to February 2000. Ms. Jackson is a member of the Advisory Board of Stratco Global.

##### JAMES E. MARLEY

*Retired Chairman of the Board, AMP Inc. (Electrical and Electronics Components and Cabling Products)*

Age 73

Mr. Marley, a director since July 2000 and a director of Meritor from April 1999 until the merger, is Chair of the Compensation and Management Development Committee and a member of the Environmental and Social Responsibility Committee. He is the retired Chairman of the Board of AMP Inc., serving in that position from 1993 to 1998. He served AMP as President and Chief Operating Officer from 1990 to 1992, as President from 1986 to 1990, and in a variety of engineering and executive positions from 1963, when he joined AMP, until 1986.

He is a director of a number of business, educational and civic organizations, and is a member of a number of engineering and management professional associations.

**The Board recommends that you vote FOR the election of these nominees, which is presented as item (1).**

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**CLASS II  CONTINUING DIRECTORS WITH TERMS EXPIRING IN 2011**

**JOSEPH B. ANDERSON, JR.**

*Chairman of the Board and Chief Executive Officer, TAG Holdings LLC (Automotive Components)*

Age 65

Mr. Anderson, a director since July 2000 and a director of Meritor from September 1997 until the merger, is a member of the Corporate Governance and Nominating Committee and the Environmental and Social Responsibility Committee. He has served as Chairman of the Board and Chief Executive Officer of TAG Holdings LLC since 2003, and of its subsidiaries, Vibration Control Technologies, LLC since 2002; A&D Technologies, LLC and North American Assemblies, LLC since 2003; and Great Lakes Assemblies, LLC since 2005. He was Chairman of the Board and Chief Executive Officer of Chivas Industries LLC (and its predecessor, Chivas Products, Ltd.) (automotive components) from October 1994 until March 2002. From December 1992 to July 1993, Mr. Anderson was President and Chief Executive Officer of Composite Energy Management Systems, Inc. (automotive components). Mr. Anderson served in a variety of positions, primarily in manufacturing, with General Motors Corporation (automotive) from 1979 until December 1992. He also served as an assistant to the U.S. Secretary of Commerce from 1977 to 1979. Mr. Anderson is a director of Quaker Chemical Corporation, Rite Aid Corporation, Sierra Pacific Resources and Valassis Communications, Inc.

**RHONDA L. BROOKS**

*President, R. Brooks Advisors, Inc. (Business Consultant)*

Age 56

Ms. Brooks, a director since July 2000 and a director of Meritor from July 1999 until the merger, is Chair of the Environmental and Social Responsibility Committee and a member of the Corporate Governance and Nominating Committee. She is currently the President of R. Brooks Advisors, Inc., a consultant for start-up firms and an advisor for a private equity company. She served Owens Corning, Inc. (building materials and fiberglass composites) as President of the Exterior Systems Business from June 2000 to July 2002; as President of the Roofing Systems Business from December 1997 to June 2000; as Vice President, Investor Relations from January to December 1997; and as Vice President-Marketing of the Composites Division from 1995 to 1996. She served as Senior Vice President and General Manager of PlyGem Industries, Inc. (building and remodeling products) from 1994 to 1995, and as Vice President Oral Care and New Product Strategies, and Vice President Marketing and Sales of Warner Lambert Company (pharmaceuticals and consumer products) from 1990 to 1994. She was with General Electric Company from 1976 to 1990. She is a director of Menasha Corporation.

**STEVEN G. ROTHMEIER**

*Chairman and Chief Executive Officer, Great Northern Capital (Investment Management Firm)*

Age 62

Mr. Rothmeier, a director of ArvinMeritor since November 2004, is Chair of the Audit Committee and a member of the Corporate Governance and Nominating Committee. He is the Chairman and Chief Executive Officer of Great Northern Capital. He founded the St. Paul, Minnesota investment management firm in 1993, after serving as president of a Twin Cities venture capital and merchant banking firm from 1990 to 1993. Mr. Rothmeier began his career with Northwest Airlines, Inc. in 1973 as a corporate financial analyst and served in a number of positions of increasing leadership, including Director of Economic Planning in the Regulatory

Proceedings Division; Vice President of Finance and Treasurer; Executive Vice President of Finance and Administration; Chief Financial Officer; and President and Chief Operating Officer. He was named Chairman and Chief Executive Officer of NWA, Inc. and the airline in 1985 and served in that position until 1989. He is also a director of Precision Castparts, Inc. and Waste Management, Inc. He is a Trustee of the University of Chicago and serves on the boards of a number of civic, business and charitable organizations.

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**CLASS I □ CONTINUING DIRECTORS WITH TERMS EXPIRING IN 2010**

**IVOR J. EVANS**

*Retired Vice Chairman, Union Pacific Corporation (Railroad Company)*

Age 66

Mr. Evans, a director since May 2005, is a member of the Audit Committee and the Compensation and Management Development Committee. He served as Vice Chairman of Union Pacific Corporation from January 2004 until his retirement in March 2005, and served as a member of the Union Pacific board of directors from 1999 to 2005. He had served as President and Chief Operating Officer of Union Pacific Railroad from 1998 until January 2004. From 1989 to 1998, he served in various executive positions at Emerson Electric Company (technology and engineering applications), including Senior Vice President, Industrial Components and Equipment. Prior to that, he was President of Blackstone Corp. (automotive components and systems) from 1985 to 1989 and, prior to that, spent 20 years serving in key operations roles for General Motors Corporation (automotive). He is also a director of Textron Inc., Cooper Industries and Spirit AeroSystems and an operating partner of Thayer Capital Partners.

**CHARLES G. McCLURE, JR.**

*Chairman of the Board, Chief Executive Officer and President of ArvinMeritor*

Age 55

Mr. McClure has been a director since August 2004 when he was elected to his current position. Prior to joining the Company, he served Federal-Mogul Corporation (automotive supplier) as Chief Executive Officer and a member of the Board of Directors from July 2003 to July 2004, and as President and Chief Operating Officer and a member of the Board of Directors from January 2001 to July 2003. He served Detroit Diesel Corporation (designer and manufacturer of diesel engines) as President, Chief Executive Officer and a member of the Board of Directors from 1997 to December 2000, and held a number of management positions with Johnson Controls, Inc. (automotive supplier) from 1983 to 1997, including President of the Americas Region; Vice President and Managing Director of European Operations; and Vice President and General Manager of Joint Ventures. From 1983 to 1985, Mr. McClure was employed at Hoover Universal (which was acquired by Johnson Controls in 1985) as Operations Director of Material Handling Products. Before that, he spent four years at Ford Motor Company (automotive) as a heavy-duty truck sales engineer and field service engineer. He served as a lieutenant (jg) on a U.S. Navy destroyer from 1975 to 1979. Mr. McClure is a director of R. L. Polk & Company and serves on the boards of various business and civic organizations.

**WILLIAM R. NEWLIN**

*Chairman, Newlin Investment Company, LLC (Investment Management Firm)*

Age 68

Mr. Newlin, a director since July 2003, is the Board's Presiding Director, Chair of the Corporate Governance and Nominating Committee and a member of the Compensation and Management Development Committee. He is currently the Chairman of Newlin Investment Company, LLC. He served Dick's Sporting Goods, Inc. (sporting goods) as Executive Vice President and Chief Administrative Officer from October 2003 until his retirement in March 2007. He served as Chairman and CEO of Buchanan Ingersoll Professional Corporation (law firm) from 1980 to



October 2003. Mr. Newlin is a director of Kennametal Inc. and Calgon Carbon Corporation.

## **BOARD OF DIRECTORS AND COMMITTEES**

The Board of Directors manages or directs the management of the business of ArvinMeritor. In fiscal year 2008, the Board of Directors held five regularly scheduled meetings and four special meetings (held by teleconference). Each director attended at least 75% (including five directors who attended 100%) of the aggregate number of meetings of the Board and the standing and special committees on which he or she served in fiscal year 2008. ArvinMeritor encourages each director to attend the Annual Meeting of Shareowners. All of the current directors attended the 2008 Annual Meeting.

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The Board of Directors has established independence standards for directors, which are set forth in the Company's Guidelines on Corporate Governance and are identical to the standards prescribed in the corporate governance rules of the New York Stock Exchange. The Board determined that Ms. Brooks, Ms. Jackson, and Messrs. Anderson, Devonshire, Evans, Marley, Newlin, and Rothmeier (as well as Mr. Schindler, who retired in January 2008) have no material relationship with ArvinMeritor, either directly or as a partner, shareholder or officer of an organization that has a relationship with ArvinMeritor, and are therefore independent within the meaning of the Guidelines on Corporate Governance and the New York Stock Exchange listing standards. In addition, although Mr. Devonshire serves on the audit committee of more than three publicly traded companies, the Board of Directors determined that such simultaneous service does not impair his ability to serve on ArvinMeritor's Audit Committee. There were no transactions, relationships or arrangements involving the Company and any director in fiscal year 2008 that were considered by the Board in determining the independence of these directors under the Guidelines on Corporate Governance and the New York Stock Exchange listing standards.

The Board has established four standing committees (Audit; Compensation and Management Development; Corporate Governance and Nominating; and Environmental and Social Responsibility) the principal functions of which are briefly described below. The charters of these committees are posted on our website, [www.arvinmeritor.com](http://www.arvinmeritor.com), in the section headed "Investors" Corporate Governance, and paper copies will be provided upon request to the Office of the Secretary, ArvinMeritor, Inc., 2135 West Maple Road, Troy, MI 48084. The Board also establishes special committees from time to time for specific limited purposes or duration.

*Audit Committee.* ArvinMeritor has a separately designated standing audit committee established in compliance with applicable provisions of the Securities Exchange Act of 1934, as amended ("Exchange Act"). The Audit Committee is currently composed of four non-employee directors, Steven G. Rothmeier (chair), David W. Devonshire, Ivor J. Evans and Victoria B. Jackson, each of whom meets the criteria for independence specified in the listing standards of the New York Stock Exchange. The Board of Directors has determined that the Company has at least two individuals who qualify as an "audit committee financial expert" (as defined by the SEC), David W. Devonshire and Steven G. Rothmeier, serving on the Audit Committee. The Board of Directors has adopted a written charter for the Audit Committee, which is reviewed and reassessed annually for compliance with rules of the New York Stock Exchange. The Audit Committee held five regularly scheduled meetings in fiscal year 2008.

The Audit Committee is charged with monitoring the integrity of the Company's financial statements, compliance with legal and regulatory requirements, and the independence, qualifications and performance of the Company's internal audit function and independent accountants. The Audit Committee has sole authority to select and employ (subject to approval of the shareowners), and to terminate and replace where appropriate, the independent public accountants for the Company and also has authority to:

- approve and cause the Company to pay all audit engagement fees;
- review the scope of and procedures used in audits and reviews of the Company's financial statements by the independent public accountants;
- review the Company's annual and quarterly financial statements before their release;
- review any significant issues related to the audit activities of the independent public accountants and oversee the resolution of any disagreements between them and management;

- review at least annually a report from the independent public accountants describing the firm's internal quality control procedures;
- review and approve in advance the scope and extent of any non-audit services performed by the independent public accountants and the fees charged for these services, and receive and evaluate at least annually a report by the independent public accountants as to their independence;
- review significant internal control matters, the adequacy of the Company's system of internal controls and recommendations of the independent public accountants with respect to internal controls;
- review the internal audit charter, the scope of the annual internal audit plan and the results of internal audits;
- consult with management as to the appointment and removal of the internal auditor charged with auditing and evaluating the Company's system of internal controls;

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- review in advance the type and presentation of financial information and earnings guidance provided to analysts and rating agencies;
- monitor matters related to compliance by employees with the Company's standards of business conduct policies;
- monitor policies with respect to risk assessment and risk management and initiatives to control risk exposures;
- review any disclosure made in connection with annual and quarterly certifications by the chief executive officer and chief financial officer in filed documents;
- consult with the Company's general counsel regarding significant contingencies that could impact the financial statements and regarding legal compliance matters;
- review any findings by regulatory agencies with respect to the Company's activities;
- investigate matters brought to its attention within the scope of its duties;
- engage outside consultants, independent counsel or other advisors;
- establish procedures for the receipt, retention and handling of complaints regarding accounting, internal controls or auditing matters, including procedures for the confidential and anonymous submission by employees of concerns regarding accounting or auditing matters;
- establish the Company's policies with respect to hiring former employees of the independent public accountants;
- consult with management on the structure and composition of the finance organization; and
- review annually the Committee's performance.

As part of each regularly scheduled meeting, the Audit Committee meets in separate executive sessions with the independent public accountants, the internal auditors and senior management, and as a Committee without members of management.

*Compensation and Management Development Committee.* The three members of the Compensation and Management Development Committee (the "Compensation Committee"), James E. Marley (chair), Ivor J. Evans and William R. Newlin, are non-employee directors who meet the criteria for independence specified in the listing standards of the New York Stock Exchange and are not eligible to participate in any of the plans or programs that are administered by the Committee. The Compensation Committee held five regularly scheduled meetings in fiscal year 2008 and one telephonic meeting. Under the terms of its charter, the Compensation Committee has the authority to:

- review and approve the goals and objectives relevant to the Chief Executive Officer's compensation, evaluate his performance against these goals and objectives, and set his compensation accordingly;
- fix salaries of all of the Company's other officers and review the salary plan for other Company executives;
- evaluate the performance of the Company's senior executives and plans for management succession and development;
- review the design and competitiveness of the Company's compensation plans and medical benefit plans, and make recommendations to the Board of Directors;
- administer the Company's incentive, deferred compensation, stock option and long-term incentives plans;
- review all material amendments to the Company's pension plans and make recommendations to the Board concerning these amendments;
- hire outside consultants and independent counsel; and
- review annually the Committee's performance.

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See *Executive Compensation - Compensation Discussion and Analysis* below for further information on the scope of authority of the Compensation Committee and the role of management and compensation consultants in determining or recommending the amount or form of executive compensation.

*Corporate Governance and Nominating Committee.* The Corporate Governance and Nominating Committee is currently composed of four non-employee directors, William R. Newlin (chair), Joseph B. Anderson, Jr., Rhonda L. Brooks, and Steven G. Rothmeier, all of whom meet the criteria for independence specified in the listing standards of the New York Stock Exchange. The Corporate Governance and Nominating Committee held four regularly scheduled meetings in fiscal year 2008. Under the terms of its charter, this Committee has the authority to:

- screen and recommend to the Board qualified candidates for election as directors of the Company;
- periodically prepare and submit to the Board for adoption the Committee's selection criteria for director nominees;
- recommend to the Board and management a process for new Board member orientation;
- periodically assess the performance of the Board;
- consider matters of corporate governance and Board practices and recommend improvements to the Board;
- review periodically the Company's charter and by-laws in light of statutory changes and current best practices;
- review periodically the charter, responsibilities, membership and chairmanship of each committee of the Board and recommend appropriate changes;
- review periodically outside directors' compensation and make recommendations to the Board;
- review director independence, conflicts of interest, qualifications and conduct and recommend to the Board removal of a director when appropriate;
- engage search firms and other consultants and independent counsel; and
- review annually the Committee's performance.

See "Nominating Procedures" below for further information on the nominating process.

In discharging its duties with respect to review of director compensation, the Corporate Governance and Nominating Committee retains a compensation consultant to provide information on current trends, develop market data and provide objective recommendations as to the amount and form of director compensation. In fiscal year 2008, the consultant was Hewitt Associates and in fiscal year 2007 was Towers Perrin. Management has no role in determining or recommending the amount or form of director compensation.

*Environmental and Social Responsibility Committee.* The Environmental and Social Responsibility Committee is composed of four non-employee directors, Rhonda L. Brooks (chair), Joseph B. Anderson, Jr., Victoria B. Jackson and James E. Marley. This Committee held two regularly scheduled meetings in fiscal year 2008. Under the terms of its charter, the Committee reviews and assesses the Company's policies and practices in the following areas and recommends revisions as appropriate: employee relations, with emphasis on equal employment opportunity and advancement; the protection and enhancement of the environment and energy resources; product integrity and safety; employee health and safety; and community and civic relations, including programs for and contributions to health, educational, cultural and other social institutions. The Committee also reviews its performance annually.

### **NOMINATING PROCEDURES**

As described above, ArvinMeritor has a standing nominating committee, the Corporate Governance and Nominating Committee, currently composed of four non-employee directors who meet the criteria for independence in the listing standards of the New York Stock Exchange. The Corporate Governance and Nominating Committee's charter is posted on our website, [www.arvinmeritor.com](http://www.arvinmeritor.com), in the section headed "Investors Corporate Governance."

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The Board has adopted membership guidelines that outline the desired composition of the Board and the criteria to be used in selecting directors. These guidelines provide that the Board should be composed of directors with a variety of experience and backgrounds who have high-level managerial experience in a complex organization and who represent the balanced interests of shareowners as a whole rather than those of special interest groups. Other important factors in Board composition include diversity, age, international background and experience, and specialized expertise. A significant majority of the Board should be directors who are not past or present employees of the Company or of a significant shareowner, customer or supplier.

In considering candidates for the Board, the Corporate Governance and Nominating Committee considers the entirety of each candidate's credentials and does not have any specific minimum qualifications that must be met by a Board nominee. The Committee is guided by the membership guidelines set forth above, and by the following basic selection criteria: highest character and integrity; experience with and understanding of strategy and policy-setting; reputation for working constructively with others; sufficient time to devote to Board matters; and no conflict of interest that would interfere with performance as a director. With respect to nomination of continuing directors for re-election, the individual's contributions to the Board, as reflected in results of the most recent peer review of individual director performance, are also considered.

The Committee has the authority under its charter to hire and pay a fee to consultants or search firms to assist in the process of identifying and evaluating candidates. In fiscal year 2008, the Committee did not pay any fees to any search firm to assist in locating Board candidates, but reimbursed Heidrick & Struggles for approximately \$2,800 in connection with travel expenses incurred in consideration of possible Board candidates.

Shareowners may recommend candidates for consideration by the Committee by writing to the Secretary of the Company at its headquarters in Troy, Michigan, giving the candidate's name, biographical data and qualifications. A written statement from the candidate, consenting to be named as a candidate and, if nominated and elected, to serve as a director, should accompany any such recommendation. No candidates for Board membership have been put forward by large long-term security holders or groups of security holders for election at the 2009 Annual Meeting.

### **DIRECTOR COMPENSATION**

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The following table reflects compensation for the fiscal year ended September 30, 2008\* awarded to, earned by or paid to each non-employee director who served during the fiscal year. Mr. McClure did not receive any compensation for his service as a director.

Name	Fees	Stock	Option Awards <sup>3,4</sup>	All Other	Total
	Earned or Paid	Awards <sup>2,4</sup>		Compensation <sup>5</sup>	
	in Cash <sup>1</sup> (\$)	(\$)	(\$)	(\$)	(\$)
Joseph B. Anderson, Jr.	\$74,000	\$135,448	0	\$7,271	\$216,719
Rhonda L. Brooks	79,000	135,448	0	7,271	221,719
David W. Devonshire	74,750	73,217	0	6,377	154,344
Ivor J. Evans	77,750	61,388	0	12,552	151,690
Victoria B. Jackson	68,000	135,448	0	7,271	210,719
James E. Marley	80,500	73,217	0	7,271	160,988
William R. Newlin	96,500	73,217	0	8,318	178,035
Steven G. Rothmeier	87,000	64,327	0	8,085	159,412
Andrew J. Schindler <sup>6</sup>	29,750	104,650	0	2,340	136,740

\* Please note that the Company's fiscal year ends on the Sunday nearest September 30. For example, fiscal year 2008 ended on September 28, 2008, fiscal year 2007 ended on September 30, 2008 and fiscal year 2006 ended on October 1, 2006. For ease of presentation, September 30 is utilized consistently throughout this Proxy Statement to represent the fiscal year end.

1 This column includes cash amounts deferred for future payment pursuant to the Deferred Compensation Policy for Non-Employee Directors.

2 This column includes the amount of compensation cost that was recognized for financial reporting purposes for fiscal year 2008 for restricted share units, restricted shares and shares of common stock, in accordance with FAS 123R. These amounts include costs recognized with respect to awards made in fiscal year 2008 and earlier,

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adjusted to eliminate estimates of forfeitures related to service-based vesting conditions. None of the restricted shares or restricted share units reported in this column have been forfeited. Information on the assumptions used in valuation of the grants is included in Note 19 of the Notes to Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2008 (Form 10-K), which is incorporated herein by reference. These amounts may not reflect the actual value realized upon settlement or vesting.

An award of 6,607 shares of common stock, restricted stock or restricted share units was made to each non-employee director in fiscal year 2008. The grant date fair value of each director's grant, computed in accordance with FAS 123R, was \$80,011. Information on the assumptions used in valuation of the grants is included in Note 19 of the Notes to Consolidated Financial Statements in the Form 10-K, which is incorporated herein by reference.

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In accordance with FAS 123R, the Company recognizes compensation cost with respect to the unvested portion of stock options. All stock options issued by the Company under the 1997 Directors Stock Plan vested over a three year period. The Company has not granted stock options to non-employee directors since fiscal year 2003, and therefore no expense was recorded in fiscal year 2008.

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The non-employee directors held the following restricted shares of Common Stock, restricted share units and options to purchase Common Stock, granted under the 1997 Directors Stock Plan or the 2004 Directors Stock Plan, as applicable, at September 30, 2008. Some restricted share units and restricted shares reported in the table below (for Ms. Jackson and Messrs. Anderson, Devonshire, Marley and Newlin) were granted in lieu of annual stock grants or cash retainer fees, at the election of the director, in periods prior to fiscal year 2008.

Name	Restricted Shares	Restricted Share	
		Units	Stock Options
Joseph B. Anderson, Jr.	750	15,900	11,437
Rhonda L. Brooks	0	15,900	12,938
David W. Devonshire	6,607	15,934	0
Ivor J. Evans	0	18,982	0
Victoria B. Jackson	1,000	15,900	12,938
James E. Marley	6,316	15,900	13,500
William R. Newlin	11,818	18,054	2,250
Steven G. Rothmeier	0	20,707	0
Andrew J. Schindler	0	0	0

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This column includes: (a) dividends paid on outstanding restricted shares of Common Stock, (b) dividend equivalents accrued with respect to outstanding restricted share units and (c) payments made during fiscal 2008 under the Company's matching gifts program, which has been discontinued. Perquisites did not exceed a value of \$10,000 for any director in fiscal year 2008 and therefore are not included in this column.

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This director retired from Board service on January 25, 2008.

#### *Narrative Description of Director Compensation*

Only non-employee directors receive compensation for Board service. Directors who are also employees of ArvinMeritor or a subsidiary do not receive compensation for serving as a director. The following types of compensation were earned by or paid to non-employee directors in fiscal year 2008.

**Retainer Fees.** Non-employee directors of ArvinMeritor receive a cash retainer at the rate of \$75,000 per year for Board service (increased from \$55,000 per year effective for the quarter ended June 30, 2008). The chairs of the four standing Board committees receive additional cash retainers in the following amounts per year: Audit Committee - \$10,000; Compensation Committee - \$7,000; and Corporate Governance and Nominating Committee and Environmental and Social Responsibility Committee - \$5,000 (increased from \$3,000 effective January 1, 2007). The Presiding Director receives an additional annual retainer, which was increased from \$10,000 to \$20,000 in September 2008.

**Committee Meeting Fees.** Non-employee directors receive fees of \$1,500 for attendance at each standing and special committee meeting (\$750 for each telephone meeting).

*Equity-Based Awards.* In fiscal year 2008, immediately after the Annual Meeting of Shareowners, each non-employee director received an equity grant under the 2004 Directors Stock Plan intended to equal a value of approximately \$80,000, in the form of 6,607 shares of common stock, restricted stock or restricted share units, at the director's discretion. The restricted shares vest three years from the date of grant. The restricted share units vest upon the earliest of (a) six years from the date of grant, (b) ten days after the director retires after reaching age 72 and having served at least three years as a director, or (c) the date the director resigns or ceases to be a director under circumstances the Board determines not to be adverse to the best interests of the Company. Upon vesting, the holder is entitled to one share of Common Stock for each unit. Upon vesting of restricted share units, non-employee directors generally are entitled to receive a cash payment for dividend equivalents plus interest accrued during the vesting period. The grant for fiscal 2009 is expected to deplete the remaining shares available under the 2004 Directors Stock Plan and consist of a grant of 3,500 shares per director. Accordingly, the difference between the fair market value on the date of grant of the 3,500 shares and \$80,000 (the intended value of the equity award) will be paid in cash. The Company currently expects to submit a plan covering director equity grants for shareholder approval prior to the 2010 annual grant.

*Deferrals.* A director may elect to defer payment of all or part of the cash retainer and meeting fees to a later date, with interest on deferred amounts accruing quarterly at a rate equal to 120% of the Federal long-term rate set each month by the Secretary of the Treasury. Each director also has the option each year (provided sufficient shares are available under a plan covering director equity grants to accommodate this deferral option at the time of its election) to defer all or any portion of the cash retainer and meeting fees by electing to receive restricted shares of Common Stock or restricted share units that could be forfeited if certain conditions are not satisfied. The restricted shares or restricted share units in lieu of the cash retainer and meeting fees are valued at the closing price of ArvinMeritor Common Stock on the New York Stock Exchange's Composite Transactions reporting system (the "NYSE Closing Price") on the date the fee payment would otherwise be made in cash. In fiscal year 2008, one director deferred one quarter of his cash payments to a later date, and no directors elected to receive restricted shares or restricted share units in lieu of cash payments.

#### **CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

For the period from October 1, 2007 through September 30, 2008, there were no transactions or currently proposed transactions, in which the Company was or is to be a participant and the amount involved exceeds \$120,000, and in which any director, officer or member of their immediate family had or will have a direct or indirect material interest.

Various means are employed to solicit information about relationships or transactions involving officers and directors that could raise questions of conflict of interest. Annual questionnaires solicit information from directors and officers regarding transactions and relationships that could trigger SEC rules on disclosure of related person transactions, as well as relationships and transactions that could impair a director's independence under the rules of the New York Stock Exchange. Directors and officers have a continuing duty to update the information should any changes occur during the year. In addition, all salaried employees, including officers, and directors have a duty to report any known conflicts of interest that would violate the Company's code of ethics (including policies regarding standards of business conduct and conflicts of interest; see *Code of Ethics* below). A toll-free employee Helpline is available for that purpose. Salaried employees, including officers, are also required to complete an annual certification that they are unaware of, or have reported, any such conflict of interest.

We have no written policy regarding review, approval or ratification of related person transactions. The Business Standards Compliance Committee (which is made up of management personnel) and the Audit Committee have responsibility for review of compliance by officers and other employees with the code of ethics, including conflict of interest provisions, and the Corporate Governance and Nominating Committee has similar responsibility with respect to compliance by directors. If a transaction or relationship involving an officer or director were to be reported through the employee Helpline, annual compliance certifications, questionnaires or otherwise, the appropriate Committee would investigate and consider all relevant facts and circumstances, including the nature, amount and terms of the transaction; the nature and amount of the related person's interest in the transaction; the importance of the transaction to the related person and to the Company; whether the transaction would impair the judgment of a director or officer to act in the Company's best interest; and any other facts involving the transaction that the Committee deems significant, and would then take appropriate action. Transactions will not be approved under the code of ethics if they are not in the Company's best interests. Any Committee member who is a related person in connection with a transaction would not participate in the Committee's consideration.

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## CORPORATE GOVERNANCE AT ARVINMERITOR

ArvinMeritor is committed to good corporate governance. The foundation of our corporate governance principles and practices is the independent nature of our Board of Directors and its primary responsibility to ArvinMeritor's shareowners. Our corporate governance guidelines have been in place since the Company's creation in 1997. The guidelines are reviewed periodically by the Corporate Governance and Nominating Committee and changes are recommended to the Board for approval as appropriate. We will continue to monitor developments and review our guidelines periodically, and will modify or supplement them when and as appropriate. Our current Guidelines on Corporate Governance are posted on our website, [www.arvinmeritor.com](http://www.arvinmeritor.com), in the section headed "Investors" Corporate Governance, and paper copies will be provided upon request to the Office of the Secretary, ArvinMeritor, Inc., 2135 West Maple Road, Troy, MI 48084. Our policies and practices are summarized below.

### *Board Independence*

- Independent directors must comprise at least a majority of the Board and, as a matter of policy, a substantial majority of the Board should be independent directors. The Board has adopted criteria for independence based on the definition used in the listing requirements of the New York Stock Exchange.
- The Corporate Governance and Nominating Committee reviews the independence of each director annually.
- Only independent directors serve on the Board's standing committees.

### *Board Composition*

- Board nominees are screened and recommended by the Corporate Governance and Nominating Committee and approved by the full Board (see *Nominating Procedures* above for information on Board selection criteria).
- Committee membership is reviewed periodically to assure that each committee has the benefit of both experience and fresh perspectives.
- Committee chairs are normally rotated at least once every four years. A director usually serves on a committee at least 12 months before becoming its chair, and a former chair normally serves on a committee for at least 12 months after retiring as chair. Exceptions are made in appropriate circumstances.
- The Board has established term limits that provide that each director shall serve no more than 12 consecutive years, beginning the later of his initial election to the Board or the date of adoption of the provision (November 12, 2003). The Board, by affirmative vote of at least 2/3 of the directors, may make exceptions to this provision in appropriate cases.
- Directors should not serve on the boards of more than three other public companies, unless the Board has determined that such service does not impair the ability of the director to serve effectively.
- The Guidelines on Corporate Governance establish the following expectations regarding director tenure:
  - Non-employee directors are required to offer not to stand for re-election if they are age 70 at the time of re-election or will reach age 70 during their new term. The Corporate Governance and Nominating Committee decides whether continued Board service is appropriate and, if so, the length of the next term.
  - Directors whose job responsibilities change significantly during their Board service, or who retire from the position they held when elected to the Board, are required to offer to resign. The Corporate Governance and Nominating Committee reviews the appropriateness of continued Board membership.
  - When the Chief Executive Officer retires or resigns from that position, he is expected to offer his resignation from the Board. The Board and the successor Chief Executive Officer determine whether continued Board service is desirable and appropriate.

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- Under the Company's majority vote policy, any nominee for director who receives a greater number of "withheld" votes than "for" votes in an uncontested election is required to tender his resignation after the



certification of the shareholder vote. The Corporate Governance and Nominating Committee considers the resignation and recommends to the Board what action should be taken. The Board is required to take action and publicly disclose the decision and its underlying rationale within 90 days of certification of the shareholder vote.

#### *Key Responsibilities of the Board*

- The Company's long-term strategic goals and plans are discussed in depth by the Board at least annually.
- The non-management directors select the Chief Executive Officer of the Company and meet at least annually to evaluate the Chief Executive Officer's performance against long-term goals and objectives established by the Compensation Committee.
- Management development and succession plans are reviewed annually, including CEO succession plans.

#### *Board and Committee Meetings*

- The Board has appointed a Presiding Director to chair executive sessions, serve as liaison with the chief executive officer and participate in development of meeting agenda.
- Board and committee meeting agendas are developed through discussions with management and the Presiding Director, and are focused on business performance and strategic issues, leadership, and recent developments.
- Presentation materials are generally made available to Board and committee members for review in advance of each meeting.
- Directors are expected to attend, prepare for and participate in meetings. The Corporate Governance and Nominating Committee monitors each director's attendance and addresses issues when appropriate.
- Non-management directors meet in private executive sessions during each regular Board meeting. The Presiding Director chairs these meetings and communicates the results of the sessions to the Chief Executive Officer.
- Minutes of each committee meeting are provided to each board member, and the chair of each committee reports at Board meetings on significant committee matters.
- Information and data important to understanding of the business, including financial and operating information, are distributed regularly to the Board.

#### *Board Performance and Operations*

- The Corporate Governance and Nominating Committee, which is composed solely of independent directors, is responsible for corporate governance and Board practices, and formally evaluates these areas periodically.
- Each Board committee has a detailed charter outlining its responsibilities, as described above under the heading *Board of Directors and Committees*.
- The Board and its committees have the authority to hire such outside counsel, advisors and consultants as they choose with respect to any issue related to Board activities. Directors also have full access to Company officers and employees and the Company's outside counsel and auditors.
- To enhance Board effectiveness, the Corporate Governance and Nominating Committee conducts annual self-evaluations of the Board's performance. In addition, informal reviews of individual performance are conducted periodically. Results are shared with the Board, and action plans are formulated to address any areas for improvement.

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#### *Director Education*

- Each new director is provided a program of orientation to the Company's business, which includes discussions with each business and functional head, background materials on the Company's financial condition and business, and a facility tour.
- The continuing education process for Board members includes extensive informational materials, meetings with key management and visits to Company facilities.
- Meeting agenda regularly include discussions of business environment, outlook, performance and action plans for the various business segments.
- Board members may request presentations on particular topics and specific facility visits to educate them and update their knowledge as to the Company, its industry and markets, the responsibilities of

directorship, and other topics of interest.

- Each director is encouraged to attend educational seminars and conferences to enhance his or her knowledge of the role and responsibilities of directors.
- In each fiscal year, at least one director is required to attend a director education seminar accredited by Institutional Shareholder Services. In fiscal year 2008, two directors attended such accredited seminars.

#### *Alignment with Shareowner Interests*

- A portion of director compensation is equity-based and therefore tied to the Company's stock performance. Directors can also elect to receive their cash retainer fees in the form of restricted shares of Common Stock or restricted share units.
- The Compensation Committee and the Board oversee employee compensation programs to assure that they are linked to performance and increasing shareowner value. The Compensation Committee also monitors compliance by Company executives with stock ownership guidelines. (See *Compensation Discussion and Analysis* below.)
- Senior management meets regularly with major institutional investors and shareholders and reports to the Board on analyst and shareholder views of the Company.
- The Board has adopted stock ownership guidelines for non-employee directors, which are expressed in terms of a dollar amount of the value of the shares of Common Stock, rather than in terms of the number of shares of Common Stock. Given the erratic stock climate of the past year, the Board is reevaluating its stock ownership guidelines with a view to expressing the requirements in terms of number of shares, as is consistent with the stock ownership guidelines for executives.

### **CODE OF ETHICS**

All ArvinMeritor employees, including our chief executive officer, chief financial officer, controller and other executive officers, are required to comply with our corporate policies regarding Standards of Business Conduct and Conflicts of Interest. These policies have been in place since the Company was formed in a spin-off from Rockwell International Corporation (now Rockwell Automation, Inc. and referred to in this proxy statement as "Rockwell") in 1997. The purpose of these corporate policies is to ensure to the greatest possible extent that our business is conducted in a consistently legal and ethical manner. The Audit Committee has oversight responsibility with respect to compliance by employees. The Board of Directors is also required to comply with these policies, and the Corporate Governance and Nominating Committee is responsible for monitoring compliance by directors.

Employees may submit concerns or complaints regarding ethical issues on a confidential basis to our Helpline, by means of a toll-free telephone call or e-mail. The Office of the General Counsel investigates all concerns and complaints. Employees may also contact the Board of Directors directly on these issues. See *Communications with the Board of Directors* below.

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ArvinMeritor's ethics manual, including the text of the policies on Standards of Business Conduct and Conflicts of Interest, is posted in the section headed "Investors" Corporate Governance" on our website, [www.arvinmeritor.com](http://www.arvinmeritor.com), and paper copies will be provided upon request to the Office of the Secretary, ArvinMeritor, Inc., 2135 West Maple Road, Troy, MI 48084. We will post on our website any amendment to, or waiver from, a provision of our policies that applies to our chief executive officer, chief financial officer or controller, and that relates to any of the following elements of these policies: honest and ethical conduct; disclosure in reports or documents filed by the Company with the SEC; compliance with applicable laws, rules and regulations; prompt internal reporting of code violations; and accountability for adherence to the policies.

### **OWNERSHIP BY MANAGEMENT OF EQUITY SECURITIES**

The following table shows the beneficial ownership, reported to us as of October 31, 2008, of ArvinMeritor Common Stock of (a) each director, (b) each executive officer listed in the table under *Executive Compensation - Summary Compensation Table* below and (c) such persons and other executive officers as a group. See *Voting Securities* above for information on beneficial holders of more than 5% of outstanding ArvinMeritor Common Stock.

## Beneficial Ownership as of October 31, 2008

Name	Number of Shares <sup>(1)(2)</sup>	Percent of Outstanding Common Stock <sup>(3)</sup>
Joseph B. Anderson, Jr.	22,232 <sup>(4)(5)</sup>	*
Rhonda L. Brooks	23,857 <sup>(5)</sup>	*
David W. Devonshire	6,607 <sup>(4)(5)</sup>	*
Ivor J. Evans	0 <sup>(5)</sup>	*
Victoria B. Jackson	23,857 <sup>(4)(5)</sup>	*
James E. Marley	34,129 <sup>(4)(5)</sup>	*
Charles G. McClure, Jr.	609,073 <sup>(4)(6)</sup>	*
William R. Newlin	24,093 <sup>(4)(5)(7)</sup>	*
Steven G. Rothmeier	3,000 <sup>(5)</sup>	*
Jeffrey A. Craig	70,023 <sup>(4)</sup>	*
James D. Donlon, III	130,683 <sup>(4)(6)</sup>	*
Vernon G. Baker, II	270,848 <sup>(4)(6)</sup>	*
Philip R. Martens	104,176 <sup>(4)</sup>	*
Carsten J. Reinhardt	88,363 <sup>(4)</sup>	*
All of the above and other executive officers as a group 17 persons)	1,652,342 <sup>(4)(5)(6)(7)</sup>	2.26%

\* Less than one percent.

- (1) Each person has sole voting and investment power with respect to the shares listed unless otherwise indicated.
- (2) In accordance with Rule 13d-3(d)(1) under the Exchange Act, the number of shares owned includes the following numbers of shares of Common Stock which may be acquired upon exercise of options that were exercisable or would become exercisable within 60 days: 11,437 shares for Mr. Anderson; 12,938 shares for each of Ms. Brooks and Ms. Jackson; 0 shares for each of Messrs. Devonshire, Evans and Rothmeier; 13,500 shares for Mr. Marley; 2,250 shares for Mr. Newlin; 100,000 shares for Mr. McClure; 153,000 for Mr. Baker; 3,000 shares for Mr. Donlon; and 0 shares for Messrs. Craig, Martens and Reinhardt, respectively; and 370,402 shares for all directors and executive officers as a group.
- (3) For purposes of computing the percentage of outstanding shares beneficially owned by each person, the number of shares owned by that person and the number of shares outstanding include shares as to which such person has a right to acquire beneficial ownership within 60 days (for example, through the exercise of stock options, conversions of securities or through various trust arrangements), in accordance with Rule 13d-3(d)(1) under the Exchange Act.

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(4) Includes restricted shares of Common Stock awarded under the directors stock plans or the Company's long-term incentive plans, as applicable. Restricted shares are held by the Company until certain conditions are satisfied.

(5) Does not include the following restricted share units granted under the directors stock plans and held as of October 31, 2008: 15,900 units for each of Ms. Brooks, Ms. Jackson, and Messrs. Anderson and Marley; 15,934 units for Mr. Devonshire; 18,982 units for Mr. Evans; 18,054 units for Mr. Newlin; 20,707 units for Mr. Rothmeier; and 189,277 units for all directors and executive officers as a group.

(6) Includes shares beneficially owned under the Company's Savings Plans. Does not include 18,357 share equivalents held for Mr. Baker and 25,392 share equivalents for all directors and executive officers as a group under the Company's supplemental savings plan on October 31, 2008.

(7) Includes 700 shares held in the name of Mr. Newlin's spouse and 6,860 shares held by a trust of which Mr. Newlin's spouse is beneficiary. Mr. Newlin disclaims beneficial ownership of these shares.

#### **EXECUTIVE COMPENSATION**

#### **COMPENSATION COMMITTEE REPORT**

The Compensation and Management Development Committee has reviewed and discussed with management the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K, and based on such review and discussions, recommended to the Board of Directors that such Compensation Discussion and Analysis be included in this proxy statement.

Compensation and Management Development Committee

James E. Marley, *Chairman*  
Ivor J. Evans  
William R. Newlin

#### **COMPENSATION DISCUSSION AND ANALYSIS**

The purpose of this section of the proxy statement is to provide the information you need to understand our compensation policies and how they relate to the compensation of the Named Executive Officers. You should read this section in combination with the detailed compensation tables and other data included in this proxy statement.

#### **Administration of Executive Compensation Program**

The Compensation Committee has overall responsibility for executive compensation, including administration of equity compensation plans. (See *Board of Directors and Committees* above for information on the Compensation Committee's members, charter and meetings in fiscal year 2008.) As part of this responsibility, the Compensation Committee evaluates the performance of the Chief Executive Officer and determines his compensation in light of the goals and objectives of the Company and the executive compensation program.

In discharging its duties, the Compensation Committee retains a compensation consultant (the "consultant"). The consultant provides information on current compensation trends, develops competitive market data and provides objective recommendations as to design of the compensation program, including the form and mix of award vehicles and the nature and level of performance criteria and targets. The Compensation Committee directly engages the consultant. In fiscal year 2008, the consultant was Hewitt Associates L.L.C. Management also retained Hewitt Associates L.L.C. in fiscal year 2008 to provide actuarial and administrative services with respect to pensions and retiree medical benefits.

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The Committee seeks and considers input from senior management in many of its decisions, and the consultant confers and collaborates with senior management in developing its compensation recommendations. Senior management regularly participates in the Committee's activities in the following specific respects:

- The Chief Executive Officer reports to the Compensation Committee with respect to his evaluation of the performance of the Company's senior executives, including the other Named Executive Officers. Together

with the Senior Vice President and General Counsel, who has responsibility for overseeing the Human Resources department, the Chief Executive Officer makes recommendations as to compensation decisions for these individuals, including base salary levels and the amount and mix of incentive awards.

- The Senior Vice President and General Counsel participates in the development of the compensation program, including formulation of performance objectives and targets for incentive compensation, and oversees its implementation and interpretation, in each case carrying out the direction of the Compensation Committee and the recommendations of the consultant. He also assists the Chairman of the Compensation Committee in developing meeting agenda and oversees preparation and distribution of pre-meeting informational materials on the matters to be considered.
- The Chief Financial Officer is responsible for evaluating the tax, financial and accounting aspects of compensation decisions. He participates in developing financial objectives and targets for performance-based incentive compensation, and oversees calculation of payout and vesting levels, in accordance with plan design and the direction of the Compensation Committee.

## Executive Compensation Philosophy and Objectives

The Compensation Committee's compensation philosophy is to "pay for performance." The fundamental objectives of the Company's executive compensation program are: (1) to attract, retain and motivate the quality of employees necessary for ArvinMeritor's leadership and growth; (2) to recognize individual and team achievement of Company goals; and (3) to foster the creation of shareowner value through close alignment of the financial interests of executives with those of ArvinMeritor's shareowners.

The Compensation Committee uses several basic practices and policies to carry out its philosophy and to meet the objectives of ArvinMeritor's executive compensation program:

- *Competitive Compensation Packages.* In order to attract and retain talented individuals, the Compensation Committee designs total compensation packages to be competitive with those of other companies with which ArvinMeritor competes for talent, using benchmarking studies to determine market levels of compensation, as described below.
- *Performance-Based Compensation.* A significant portion of each Named Executive Officer's total potential compensation is at risk because it is contingent on achieving strategic and operating plan goals that are intended to improve shareowner return. These goals are established to recognize business group and company performance against specified targets. For grants made in fiscal year 2008, a significant portion of the target annual compensation of the Named Executive Officers is made up of performance-based compensation, with the remainder comprised of base salary and service-based restricted shares.
- *Equity Awards and Stock Ownership Requirements.* A significant portion of incentive compensation for executives is comprised of equity and equity-based awards, or is tied to metrics that reward creation of shareowner value, which is intended to align the interests of the Company's executives with those of shareowners. In addition, senior executives are required under the Company's stock ownership guidelines to own a specified number of shares of ArvinMeritor Common Stock.

## Market Analysis and Benchmarking

The Compensation Committee assesses the competitiveness of ArvinMeritor's compensation program, using data and studies compiled and provided by the consultant. The consultant provides a detailed competitive pay study every other year, with limited updates in the intervening years. As part of the assessment process, the Committee compares the amount of each component and the total amount of direct compensation (defined below)

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for each executive officer with that of other companies in the durable goods manufacturing sector, including companies in the automotive sector, which have executive officer positions comparable to the Company's and with which the Company may compete for talented executives. The peer group for the competitive analysis in fiscal year 2008 included the following 35 companies ("peer group"):

AGCO Corporation  
American Axle & Manufacturing Holdings, Inc.  
BorgWarner Inc.  
Caterpillar Inc.

Ingersoll-Rand Company Limited  
ITT Corporation  
Johnson Controls, Inc.  
Joy Global

Cummins Inc.	Kennametal Inc.
Dana Corporation	Lear Corporation
Danaher Corporation	Modine Manufacturing Company
Deere & Company	Navistar International Corporation
Delphi Corporation	Oshkosh Truck Corporation
Donaldson Co Inc.	PACCAR Inc.
Dover Corporation	Parker-Hannifin Corporation
Eaton Corporation	Rockwell Automation, Inc.
Federal-Mogul Corporation	Sauer-Danfoss Inc.
Federal Signal Corporation	Tenneco Inc.
Fleetwood Enterprises, Inc.	Terex Corporation
Flowserve Corporation	The Timken Company
Hayes-Lemmerz International, Inc.	TRW Automotive Holdings Corporation
	Visteon Corporation

See "Elements of the ArvinMeritor Compensation Program" Overview and Analysis" below for information on how the Compensation Committee uses this peer group data in setting compensation.

The Compensation Committee (or the Board of Directors, as appropriate) may also consider practices at other companies with respect to other elements of compensation, such as perquisites, retirement plans and health and welfare benefits, in assessing the competitiveness and cost effectiveness of the Company's programs. Any such studies are done on a case-by-case basis, as needed, and may use a group of comparator companies identified at the time by the consultant or other advisors.

## **Elements of the ArvinMeritor Compensation Program**

### ***Overview and Analysis***

The primary components of ArvinMeritor's executive compensation program are base salary, annual incentives and long-term incentives ("direct compensation"). Each of these components, and the relative levels of equity and non-equity compensation that comprise direct compensation, are generally set in relation to competitive market rates among peer group companies, as described above, with subsequent adjustments to take into account individual performance and characteristics and internal pay equity, as described below. There is no particular target proportion among these components or between equity and non-equity awards. However, the program contemplates that a significant portion of each executive's direct compensation is performance-based and therefore is at risk. Performance-based awards, whether in the form of equity or non-equity, are tied to achievement of goals that are intended to improve, or reflect improvements in, shareowner value (see the performance-based awards described under the heading "Components" below).

Base salaries and target incentive awards are intended to compensate executives at levels competitive with other companies. As a result, the Compensation Committee began its analysis by initially identifying, for each officer position, the level of each of these components that represented the revenue-adjusted median, or 50th percentile, of the peer group. After identifying these levels, the Compensation Committee adjusted the market rates to arrive at actual salaries and awards for each individual based on the following factors:

- The Committee approved variations from peer group median base salary levels for some individuals based on their responsibilities, experience, expertise and performance. In addition, when recruiting new executives, base salary is often set at a premium above the median of the peer group, in order to attract outstanding candidates.

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- The Compensation Committee believes that individuals should have an opportunity to earn above-market rewards for superior performance over the longer term. Therefore, while the Committee looked at the median of the peer group in terms of the target long-term incentive award for each position, it identified a maximum potential payout for each position that would be significantly above-market. The range of

potential payouts on long-term incentives is described below, under the heading "Components" Long-Term Incentives.

- In establishing the levels of annual and long-term incentive awards, the Committee divided executive officers into four separate "bands." A "band" consists of officers in one or more salary grades who are grouped together for incentive compensation purposes and receive the same target incentive awards. These target awards represent a blend of the market rates for the positions within the band. The chief executive officer (Mr. McClure) is in the first band; the executive vice president and the business segment heads (Messrs. Donlon, Martens and Reinhardt) are in the second band; and the general counsel (Mr. Baker) and chief financial officer (Mr. Craig) are in the third band. One purpose of the salary bands is to equalize incentive opportunities for individuals with similar levels of responsibility, regardless of their salary grades. This practice is intended to improve internal pay equity among the officer group. Considerations of internal pay equity among officers are also factored into the consultant's studies and the market data with respect to direct compensation.

The Compensation Committee reviewed tally sheets, representing each element and the total of each officer's compensation, in late fiscal year 2006 and early fiscal year 2007. The primary purpose of the review was to consider possible modifications to change of control provisions and separation pay applicable to the officers and other salaried employees of the Company (see the discussion under the heading *Potential Payments Upon Termination of Employment or Change of Control* "Termination of Employment Upon Change of Control" below). The Committee did not specifically consider the tally sheets or discuss the effect of prior years' compensation in conjunction with setting 2008 compensation. However, the Committee was aware of the potential value of outstanding long-term incentives, including the likelihood of their payout and vesting (based on achievement of performance objectives to date and on levels of payout and vesting of past awards), and this information was also implicit in the overall plan design used by the consultants in making recommendations for 2008 compensation.

In addition to direct compensation, special hiring or retention incentives have been put in place for certain executives, to motivate them to join the Company or to continue their employment. Executive officers also receive health and welfare benefits and are entitled to participate in the Company's defined benefit pension plans and savings plans on substantially the same basis as other employees.

Each component of the executive compensation program is discussed below.

### **Components**

**Base Salary.** The Compensation Committee generally reviews base salaries for executive officers (including the Named Executive Officers) at the beginning of each fiscal year. Annual salary increases, which are generally effective on February 1 of each year, are based on evaluation of each individual's performance and on his level of pay compared to that for similar positions at peer group companies, as indicated by the consultant's reports and survey data. Executive officer base salary increases for 2008 were deferred until April 1, 2008 or May 1, 2008, as indicated below. The Compensation Committee also reviews and adjusts base salaries for executive officers at the time of any promotion or change in responsibilities.

For fiscal year 2008, the Compensation Committee reviewed the Named Executive Officer compensation in April 2008 and again in July 2008 and approved base salary increases of approximately 4.5% for Mr. McClure, 2% for Mr. Donlon, 11.6% for Mr. Craig, 10% for Mr. Reinhardt, 9% for Mr. Martens and 5% for Mr. Baker, effective May 1, 2008 (April 1 for Mr. Donlon).

**Annual Incentives.** Under the Incentive Compensation Plan, as amended ("ICP"), which was approved by the Company's shareowners in 1997 and 2005, executives (including the Named Executive Officers) can earn annual bonuses based on Company and business segment performance against goals established by the Compensation Committee at the beginning of the fiscal year.

The annual incentive goals for fiscal year 2008 were based on the levels of EBITDA and free cash flow from continuing operations that are achieved for the year, measured against target levels specified in the Company's annual operating plan ("AOP"). EBITDA is defined as earnings before interest, taxes, depreciation and amortization, and free cash flow is defined as net cash provided by operating activities minus capital expenditures. The Compensation Committee chose these measures because they are commonly used by the investment community to analyze operating performance and entity valuation and, as such, they are factors in the value of shareowners' investment in the Company. The EBITDA and free cash flow targets are tied to the AOP, rather than to prior periods' results, to provide incentives that are primarily driven by actual performance and not by the effect of industry cycles. On a Company-wide basis, our 2008 annual operating performance target for EBITDA was \$410 million and target free cash flow was \$25 million. The target EBITDA for the Light Vehicle Systems business segment was \$120 million and target free cash flow was \$21 million. The target EBITDA for the Commercial Vehicle Systems business segment was \$329 million and target free cash flow was \$129 million.

The Compensation Committee also established target awards, stated as a percentage of base salary, for key employees, including the Named Executive Officers. The percentage applicable to a Named Executive Officer, and other executive officers, is determined by his salary band (as discussed above under "Overview and Analysis"). Based on these salary bands, target awards for fiscal year 2008 were 100% of base salary for Mr. McClure; 65% for Messrs. Donlon, Martens and Reinhardt; and 55% for Messrs. Baker and Mr. Craig.

For participants employed by a business segment, potential annual incentive bonuses are comprised of four components: one-fourth of potential payments is dependent on each of (a) the level of company-wide achievement of EBITDA targets in the AOP, (b) the level of company-wide achievement of free cash flow targets in the AOP; (c) the level of business segment achievement of EBITDA targets in the AOP; and (d) the level of business segment achievement of free cash flow targets in the AOP. For participants with corporate-wide responsibilities (including Messrs. McClure, Donlon, Craig and Baker), awards are based on only the first two components, (a) and (b), which are equally weighted.

To determine the amounts that are paid as bonuses, performance is measured against AOP goals for each of the applicable components of the award calculation. No payouts are made with respect to any part of the calculation in which performance is less than 70% of AOP goals. For each part of the calculation for which performance exceeds that threshold, the portion of an individual's target award that is paid out is dependent on, and increases with, the percentage of the AOP goal that is achieved. The calculated award for an individual cannot exceed 200% of his target award. The following chart summarizes payout calculations for each portion of the incentive payment:

	<b>Performance as a Percentage of Annual Operating Plan</b>	<b>Payout as a Percentage of Target</b>
Threshold for Payment	70%	25%
	80	50
	90	75
Target Payment	100	100
	110	150
Maximum Payment	120 or higher	200

The Committee also has discretion to adjust any award (either upward or downward +/- 50%), or to make an additional award, to reflect individual performance or special achievements. However, any discretionary increase in an award, or special award, to a Named Executive Officer could have tax consequences under Section 162(m) of the Internal Revenue Code of 1986, as amended ("IRC"), as described below.

The Compensation Committee made annual incentive bonus awards to the Named Executive Officers, based on the achievement of the above performance objectives, with respect to fiscal year 2008. The Committee adjusted the award calculations to exclude costs relating to a potential separation of the Company's Light Vehicle Systems business and a working capital adjustment relating to a past divestiture, and to eliminate the effects of restructuring programs (which has been the Committee's practice in past years).



See the table under the heading *Grants of Plan-Based Awards* for information on the target and maximum awards for each Named Executive Officer for fiscal year 2008, and see the column headed "Non-Equity Incentive Plan Compensation" and the related footnote in the table under *Summary Compensation Table* for information on

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actual annual incentive bonus payments made with respect to fiscal year 2008. Total payouts of annual incentive bonuses for fiscal year 2008, as a percentage of base salary, were approximately 139% for Mr. McClure; 90% for Mr. Donlon; 46% for Mr. Martens; 86% for Mr. Reinhardt; 77% for Mr. Craig; and 77% for Mr. Baker.

In addition to the annual incentive as calculated above, the Compensation Committee awarded an additional amount of \$25,025 to Mr. Reinhardt for fiscal year 2008, which represents an averaging of the percentage amount by which the Corporation and Commercial Vehicle Systems performance both exceeded their targets. This is included in the column entitled "bonus" in the *Summary Compensation* table below. It has been the practice in prior years for the Compensation Committee to also provide a pool of \$500,000 to be awarded by the Chief Executive Officer to individual employees on the basis of outstanding performance or significant achievements. However, such a pool was not utilized for 2008.

Under the terms of the Company's Deferred Compensation Plan, an executive may elect to defer receipt of all or a portion of payouts of his annual incentive bonus. Deferred bonuses accrue interest during the deferral period and are paid out either in a lump sum or in not more than ten annual installments, as elected by the executive, beginning the year after termination of employment. None of the Named Executive Officers has elected to defer his 2008 annual incentive bonus.

#### *Long-Term Incentives*

*Overview.* The Compensation Committee provides long-term incentives to key employees, including the Named Executive Officers, that are tied to various performance or service objectives over three-year cycles. Each year, the Compensation Committee considers the types of award vehicles to be used and the performance or service objectives and targets on which payout of each type of award depends. Long-term incentive awards were made in fiscal year 2006 and 2007 under the Company's 1997 Long-Term Incentives Plan, as amended ("1997 LTIP"), which was approved by the Company's shareowners in 1997 and 2005, and Stock Benefit Plan, as amended. These two plans were terminated as of January 26, 2007, when the Company's shareowners approved the 2007 Long-Term Incentive Plan to govern awards going forward. Long-term incentive awards made in fiscal year 2008 were made under the 2007 Long-Term Incentive Plan.

The Compensation Committee selects the types and mix of awards for long-term incentives each year after reviewing the consultant's report and survey data on peer group compensation, market practices, shares available for grant under the Company's long-term incentive plans, and goals to be achieved. The Compensation Committee has used a combination of three types of awards in the past three years, as described below. Each type of award is either equity-based or is tied to metrics that reward creation of shareowner value, which is intended to align management's interests with those of shareowners.

- **Performance Shares.** Performance shares are units valued by reference to a designated number of shares of Common Stock. For years in which performance shares are granted, the Compensation Committee grants a target number of performance shares and establishes performance objectives that, for recent grants, have been based on the Company's return on invested capital ("ROIC") over a three-year performance period. ROIC is defined to mean the sum of the Company's net income for the three fiscal years in the performance cycle (before cumulative effect of accounting changes, gains and losses on sale of businesses, minority interest, tax-effected interest expense and tax-effected restructuring expense) divided by the sum of the average invested capital (total debt, including preferred capital securities, minority interests and shareowners' equity) for the three fiscal years in the performance period. The Compensation Committee selected this performance measure because ROIC improvement was a key corporate focus, which was communicated to investors and analysts on a regular basis. Improvements in ROIC are believed to help the Company achieve higher margins, stronger cash flow and debt reduction.

Participants earn awards at the end of the three-year performance period based on actual performance against target levels of ROIC. Award payments can vary from 0% to 200% of the target award of shares, and no awards will be earned unless the Company's return on invested capital is at least a stated threshold percentage over the period. No dividends or dividend equivalents are paid or accrued prior to payout of the performance shares. The value of the earned award may be paid out in the form of Common Stock, cash or any combination thereof, in the discretion of the Compensation Committee. The following chart summarizes

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the potential payouts at different levels of ROIC for grants made for the performance periods beginning in 2006 and 2007, as set forth below:

	ROIC over Performance Period ending September 30,		% of Award Earned and Paid Out
	2008	2009	
Threshold for Payout	9%	10%	50%
Target Payout	11.5%	12.5%	100%
Maximum Payout	14% or higher	15% or higher	200%

- Awards under Cash Performance Plans.** When the Compensation Committee establishes a performance plan, it designates a three-year performance period and establishes performance objectives for the plan. Objectives for performance periods beginning in 2006 and 2007 were based on the Company's total shareholder return ("TSR") over the performance period compared to that of a selected group of other automotive suppliers. TSR is defined to reflect cumulative stock price appreciation plus dividends paid over the period. The Compensation Committee chose TSR as a performance measure because it assesses the Company's shareowner value creation relative to other companies in the same industry. The application of the stock price multiplier, as described below, further ties payments to stock price appreciation. Objectives for the performance cycle beginning in 2008 were based on ROIC, which as discussed above is believed to help the Company achieve higher margins, stronger cash flow and debt reduction.

The Compensation Committee also establishes target awards, stated as dollar amounts, for each of the Named Executive Officers under each performance cycle. Participants can earn awards at the end of the three-year performance period, which may vary from 0% to 300% of target awards (200% in the case of the 2008-2010 performance period), based on actual performance against specified levels. No awards under this plan may be earned unless the Company's TSR over the period is at or above the 35th percentile relative to the comparator group of automotive suppliers. If TSR is negative, the maximum earned award is 100% of the target award. The award payments are further multiplied by the percentage change in the price of ArvinMeritor Common Stock over the three-year performance period, which may increase the payment finally awarded up to a maximum of 200% of the original amount or reduce it down to a minimum of 50% of the original amount. No earnings are accrued or paid on these awards. At the discretion of the Compensation Committee, payments may be made wholly or partly by delivering shares of Common Stock valued at the fair market value on the last trading day of the week preceding the day the Compensation Committee determines to make payments in the form of shares. The following chart summarizes the potential payouts at different levels of performance of the applicable objective:

ROIC over Performance Period ending September 30, 2010	% of Award Earned and Paid Out	Range of Possible Percentages Earned After Giving Effect to Stock Price Multiplier
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Threshold for Payout	8%	50%	25 □ 100%
Target Payout	10.5%	100%	50 □ 200%
Maximum Payout	13% or higher	200%	100 □ 400%

	TSR Relative to the Comparator Group over the Performance Period	Percentage of Target Award Earned and Paid Out	Range of Possible Percentages Earned After Giving Effect to Stock Price Multiplier
Threshold for Payout	35 <sup>th</sup> percentile	25%	12.5 □ 50%
Target Payout	50 <sup>th</sup> percentile	100%	50 □ 200%
	75 <sup>th</sup> percentile	200%	100 □ 400%
Maximum Payout	90 <sup>th</sup> percentile or higher	300%	150 □ 600%

- **Restricted Shares.** The Compensation Committee grants restricted shares of Common Stock that are subject to forfeiture if the grantee does not continue as an employee of ArvinMeritor or a subsidiary or affiliate for a restricted period of at least three years (subject to certain exceptions in the event of death or retirement). Restricted shares have all the attributes of outstanding shares during the restricted period, including voting

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and dividend rights, except that the shares are held by the Company and cannot be transferred by the grantee. Cash dividends during the restricted period are reinvested in additional restricted shares of Common Stock, which will vest or be forfeited at the same time as the underlying shares.

The amount of the target award under cash incentive plans, and the number of performance and restricted shares awarded to each Named Executive Officer, is determined based on his salary band, as described above under □Overview and Analysis.□

*Fiscal Year 2008 Payouts.* In fiscal year 2006, the Compensation Committee provided long-term incentives to Messrs. McClure, Craig, Baker and Donlon under the 1997 LTIP in the form of grants of performance shares and target awards under a three-year cash performance plan for the period ended September 30, 2008. Each type of grant represented one-half of the total value of the long-term incentive opportunity awarded to the individual in that year, based on an assumed share price of \$20 per share. The allocation among the two types of grants was intended to equally reward achievement with respect to the two types of performance objectives.

At the time of their hire in fiscal year 2006, Messrs. Martens and Reinhardt were granted *pro rata* target awards under the 2005-2007 and 2006-2008 cash performance plan, based on the portion of the three-year performance period during which they were employed. At the time of his hire, Mr. Craig was granted full participation in the 2006-2008 cycle.

After the end of fiscal year 2008, the Compensation Committee reviewed achievement of objectives and approved payouts with respect to these long-term incentives as follows:

- **Performance Shares.** The Compensation Committee reviewed the Company's ROIC over the performance and adjusted it to exclude costs relating to a potential separation of the Company's Light Vehicle Systems business and to eliminate the effects of a non-cash income tax charge (primarily related to repatriation of earnings) and restructuring. The Compensation Committee approved payout of 57% of each grant of performance shares. ROIC for the performance period was 9.4%, which is between two of the listed percentages, and straight line interpolation was used to determine the percentage of the award of performance shares that was earned and paid out. The remainder of each target grant of performance shares was forfeited. Payouts were in the form of one share of Common Stock for each performance share

earned, rounded to the nearest full share. The shares delivered in payment of performance shares in fiscal year 2008 are included in the table under the heading *Options Exercised and Stock Vested* below.

- **Cash Performance Plans.** The Compensation Committee reviewed the Company's TSR for the performance period compared to those of the comparator group, and made cash awards in accordance with this performance. TSR was 17.3%, which is in the 50th percentile of the peer group, resulting in an award payment at target or 100%. Application of the stock price multiplier decreased the amounts paid to 76.3% of the award payment, resulting in an actual payout at 76.3% of target. Payments were made in cash. See the column headed "Non-Equity Incentive Plan Compensation" and the related footnote in the table under *Summary Compensation Table* for information on actual cash payments made under the 1997 LTIP with respect to fiscal year 2008 for each Named Executive Officer. The comparator group of companies for this grant includes American Axle & Manufacturing, Inc., Borg Warner Inc., Caterpillar Inc., Cooper Tire & Rubber Co., Cummins Inc., Deere & Company, Dana Corporation, Dura Automotive Systems, Inc., Eaton Corporation, GenCorp Inc., Goodyear Tire & Rubber Co., Johnson Controls, Inc., Lear Corporation, Modine Manufacturing Co., Navistar International Corporation, PACCAR Inc., Tenneco Inc., The Timken Company, TRW Automotive Holdings Corporation and Visteon Corporation.

*Fiscal Year 2008 Awards.* In fiscal year 2008, long-term incentives were provided to the Named Executive Officers in the form of grants of restricted shares of Common Stock and target awards under cash performance plans, as described below. The equity grant represents one-half, and the cash performance plan represents one-half, of the total value of the long-term incentive opportunity for the individual in that year, based on an assumed share price of \$10.90 per share.

- **Restricted Shares.** The Compensation Committee awarded restricted shares of Common Stock to the Named Executive Officers that will vest upon the grantee's continued employment with ArvinMeritor through the end of the three-year restricted period, which will end on January 2, 2011. Pursuant to the terms of the grant, cash dividends on these restricted shares during the restricted period are reinvested in additional restricted shares of Common Stock, which will vest or be forfeited at the same time as the underlying shares.

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- **Cash Performance Plans.** The Compensation Committee established a performance plan with a three-year performance period ending September 30, 2010, granted target awards, expressed as cash payments, to the Named Executive Officers and established performance objectives for the plan based on the Company's ROIC, as described above. No earnings are accrued or paid on these awards. See the table under the heading *Grants of Plan-Based Awards* for information on the specific grants of restricted shares and cash awards under performance plans to each of the Named Executive Officers in fiscal year 2008.

The Compensation Committee's practice in recent years with respect to timing of annual equity-based awards has been to establish December 1 as the standard grant date, whenever possible. Since long-term incentive grants for the 2008-2010 cycle were not approved by the Compensation Committee until its meeting held on December 14, 2007, all equity-based long-term incentive awards for the 2008-2010 cycle were granted at the Compensation Committee's December meeting and effective January 2, 2008. The timing of the grant date does not impact the terms of the grant of restricted shares or performance shares. However, under SFAS No. 123R, the Company measures the fair value of stock-based awards, which is recognized in the Company's financial statements, based on the market value of the Common Stock on the grant date. The purpose of establishing a standard grant date for the Company's annual grant of equity-based long-term incentive awards is to avoid any issue of whether a grant precedes or follows public disclosure of material information. The Company normally announces its fiscal year earnings in mid-November, and use of December 1 as a standard grant date (or as soon thereafter as possible) provides the market sufficient time to absorb and reflect the information, whether positive or negative, prior to measurement of fair value for accounting purposes.

*Pension and Retirement Plans.* The Company maintains a tax-qualified defined contribution savings plan, as well as a supplemental savings plan that provides for contributions without regard to the limitations imposed by the IRC on qualified defined contribution plans. All of the Named Executive Officers may participate in the Company's qualified and supplemental savings plans on the same basis as other eligible employees.

Under the qualified savings plan, a participant can defer up to 20% of his eligible pay, on a before-tax or after-tax basis, subject to annual IRC limits, and the Company matches deferrals at the rate of 100% on the first 3% and 50% on the next 3% of eligible pay. [Eligible pay] includes base salary and annual bonus under the ICP. If an executive elects to participate in the supplemental savings plan, he can continue to contribute on a before-tax basis, even though his qualified savings plan contributions or his eligible pay have reached the annual IRC limits. Both participant contributions and Company matching contributions to the qualified and supplemental savings plans are always 100% vested.

The Named Executive Officers participate in both the qualified and supplemental savings plans. Employee contributions made by Named Executive Officers to the savings plans in fiscal year 2008 are included in the column headed [Salary], and the Company's matching contributions are included in the column headed [All Other Compensation,] in each case in the table under *Summary Compensation Table* below.

The Company maintains a tax-qualified, non-contributory defined benefit pension plan that covers eligible employees hired before October 1, 2005, and a supplemental pension plan that provides benefits to the participants without regard to the limitations imposed by the IRC on qualified pension plans. Messrs. McClure, Donlon and Baker participate in these plans on the same basis as other employees, except that, pursuant to the terms of his employment agreement, Mr. McClure earns two years of pension service for each year he is employed. The present value of accumulated pension benefits for these Named Executive Officers is reported in the table under the heading *Pension Benefits* below.

Employees hired on or after October 1, 2005, including Messrs. Craig, Martens and Reinhardt, are not eligible to participate in the defined benefit pension plans, and the Company instead makes additional contributions each year (ranging from 2% to 4% of base salary plus annual bonus, depending on age) to their accounts in the Company's qualified and supplemental savings plans. The amounts contributed by the Company to the savings plans on behalf of Messrs. Craig, Martens and Reinhardt as pension contributions are included in the column headed [All Other Compensation] in the table under *Summary Compensation Table* below.

Benefits under the Company's defined benefit pension plans were frozen, beginning January 1, 2008, and replaced with additional annual Company contributions (ranging from 2% to 4% of base salary plus annual bonus, depending on age) to the savings plans and supplemental savings plans for the accounts of eligible employees, including Messrs. McClure, Baker and Donlon. See *Pension Benefits* below for further information on this change.

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In order to compensate Mr. McClure for the elimination of the special service credit under the defined benefit program, the Compensation Committee approved additional contributions on his behalf under the supplemental savings plan of four times the regular amount.

*Perquisites.* In fiscal year 2006, the Compensation Committee determined to phase out most perquisite programs (including company cars, club memberships, and reimbursement for financial services) and related gross-ups for payment of income taxes, and replace them with uniform cash payments (see the column headed [All Other Compensation] in the table under *Summary Compensation Table* below). As a result, the only perquisites that were received by the Named Executive Officers in fiscal year 2008 were: (a) Company-paid executive physicals for Messrs. McClure, Donlon and Martens; (b) Company-paid excess liability insurance policies for officers; and (c) very limited spousal travel, each as reported under the column headed [All Other Compensation] and the related footnote in the table under *Summary Compensation Table* below.

*Health and Welfare Benefits.* The Company maintains health and welfare benefits, including medical, dental, vision, disability and life insurance programs, and the Named Executive Officers are entitled to participate in these programs on the same basis as other employees. Providing these benefits is necessary for the Company to remain competitive with other employers.

*Employment Agreements and Retention Awards.* The Compensation Committee believes it is appropriate to enter into agreements with executive officers relating to certain terms of their employment (including the effects of termination without cause), and in some cases to make special retention awards of service-based restricted shares of Common Stock. The purpose of these agreements and awards is to provide incentives to attract candidates for officer positions and to motivate key individuals to continue their services. The current employment agreements with the Named Executive Officers are described below under the heading *Employment Agreements*. Special retention awards of restricted shares of Common Stock made to the Named Executive Officers are reported in the table under *Outstanding Equity Awards at Fiscal Year-End 2008*.

In addition, on July 25, 2008, the Board of Directors of ArvinMeritor, at its regularly scheduled meeting, approved a special retention grant to Mr. McClure of 150,000 shares of restricted stock and 300,000 options. The restricted stock and options vest three years from the date of grant. The options will be exercisable upon vesting at the closing price on the date of grant. The restricted stock and options vest 100% upon death, disability or change of control. In the event of any other termination, the awards are forfeited to the extent unvested. See the table under the heading *Grants of Plan-Based Awards* for information on this special retention grant of options and restricted shares to Mr. McClure in 2008.

### Stock Ownership Guidelines

As noted above, alignment of the financial interests of ArvinMeritor's key executives with those of its shareowners is a fundamental objective of the Compensation Committee's program and helps to carry out its "pay for performance" philosophy. Accordingly, it has set minimum ownership guidelines that require each officer and other executive to own the following number of shares of ArvinMeritor Common Stock:

	<b>Minimum Number of Shares Owned</b>
• Chief Executive Officer	250,000
• Business Presidents and Executive Vice President	75,000
• Other Executive Officers in Salary Grades 25 and above (including the Chief Financial Officer)	50,000
• Other Executive Officers	25,000
• Other Executives subject to the guidelines	10,000

Shares owned directly (including restricted shares of Common Stock) or through savings plans of ArvinMeritor are considered in determining whether an executive meets the ownership guidelines. Shares subject to unexercised stock options are not considered. Unearned performance shares are included to the extent of 50% of target awards.

The ownership guidelines provide a transition period during which executives may achieve compliance. In general, this period ends as of the date that is five years after the date the ownership guidelines become applicable to the executive. As of October 31, 2008, all of the Named Executive Officers have satisfied their ownership requirements.

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### Tax Deductibility of Executive Compensation

Section 162(m) of the IRC generally limits the deductibility of compensation paid to each Named Executive Officer to \$1,000,000 per year. An exception to this rule exists for any compensation that is "performance based," as defined in the IRC. Annual and long-term incentive awards are designed to be "performance based" for purposes of Section 162(m) and would not be subject to the deductibility limit. However, salaries, service-based restricted shares, special employment and retention incentives, and special annual bonus payments do not qualify as "performance based" compensation for this purpose.

Although the Compensation Committee's policy is to structure compensation arrangements when possible in a manner that will avoid limits on deductibility, it is not a primary objective of the Company's compensation program. In the view of the Committee, meeting the objectives stated above is more important than the ability to

deduct the compensation for tax purposes.

### Cautionary Statement

The information appearing in this *Compensation Discussion and Analysis*, and elsewhere in this proxy statement, as to performance metrics, objectives and targets relates only to incentives established for the purpose of motivating executives to achieve results that will help to enhance shareholder value. This information is not related to the Company's expectations of future financial performance, and should not be mistaken for or correlated with any guidance issued by the Company regarding its future earnings, free cash flow or other financial measures.

### SUMMARY COMPENSATION TABLE

The information set forth below reflects compensation, from all sources, awarded to, earned by or paid to our chief executive officer, chief financial officer, former chief financial officer, and the other three most highly compensated executive officers of the Company ( "Named Executive Officers" ) for the fiscal years ended September 30, 2007 (except as noted) and September 30, 2008. The compensation reported below is for services rendered in all capacities to ArvinMeritor and its subsidiaries.

Name and Principal Position <sup>1</sup>	Fiscal Year	Salary <sup>2</sup> (\$)	Bonus <sup>3</sup> (\$)	Stock Awards <sup>4</sup> (\$)	Option Awards <sup>5</sup> (\$)	Non-Equity Incentive Plan Compensation <sup>6</sup> (\$)	Change in Pension Value and Non-Qualified Deferred Earnings <sup>7</sup> (\$)	All Other Compensation <sup>8</sup> (\$)
Charles G. McClure, Jr. Chairman of the Board, Chief Executive Officer and President (principal executive officer)	2008	\$ 1,120,833	\$ 0	\$ 1,279,603	\$ 78,333	\$ 2,743,000	\$ 30,633	\$ 338,7
	2007	1,083,333	0	1,368,507	192,500	1,652,000	467,312	162,5
Jeffrey A. Craig Senior Vice President, Chief Financial Officer and Acting Controller (principal financial officer)	2008	398,833	0	326,660	0	453,101	0	87,5
Vernon G. Baker, II Senior Vice President and General Counsel	2008	485,417	0	485,451	0	611,150	5,147	95,9
	2007	454,250	75,000	467,606	9,500	395,463	96,104	91,4
Philip R. Martens Senior Vice President and President, Light Vehicle Systems	2008	570,833	0	449,519		540,050	0	130,9
	2007	550,000	0	266,115	0	494,799	0	95,3
Carsten J. Reinhardt Senior Vice President and President, Commercial Vehicle Systems	2008	520,833	25,025	396,566		738,950	0	105,4
	2007	500,000	0	213,163	0	297,150	0	330,9
James D. Donlon, III Executive Vice President and Acting Chief Financial Officer, Light Vehicle Systems (former principal financial officer)	2008	696,900	0	564,482	0	1,017,383	35,122	123,9
	2007	653,500	0	513,967	0	663,945	178,804	90,8

- 1 The table reflects the positions held with ArvinMeritor at September 30, 2008. Prior to May 2008, Mr. Donlon served as Executive Vice President and Chief Financial Officer and Mr. Craig served as Senior Vice President and Controller. Mr. Craig was not a Named Executive Officer in fiscal year 2007. Accordingly, his compensation information for that year is not included.
- 2 This column includes amounts contributed by the Named Executive Officers to the Company's tax-qualified 401(k) savings plan and the related nonqualified supplemental savings plan (see *Non-qualified Deferred Compensation* below).
- 3 This column includes special awards made to Mr. Reinhardt and Mr. Baker, respectively, in recognition of a special achievement during the fiscal year. See *Compensation Discussion and Analysis* above.
- 4 This column includes the amount of compensation cost that was recognized for financial reporting purposes for fiscal year 2007 and 2008 for performance shares and restricted shares of Common Stock, in accordance with FAS 123R. These amounts include costs with respect to awards made in the current and prior fiscal years, adjusted to eliminate estimates of forfeitures related to service-based vesting conditions. A portion of the performance shares granted in fiscal years 2005 and 2006, representing 22% and 43%, respectively, of each target award, was forfeited after the end of the three-year performance period. These forfeitures are not reflected in the amount reported in this column. See *Grants of Plan-Based Awards and Outstanding Equity Awards at Fiscal Year-End 2008* below for further information. Information on the assumptions used in valuation of the grants is included in Note 19 of the Notes to Consolidated Financial Statements in the Form 10-K, which is incorporated herein by reference. These amounts may not reflect the actual value realized upon vesting or settlement.
- 5 In accordance with FAS 123R, the Company recognizes compensation cost with respect to the unvested portion of stock options. All stock options issued by the Company vest over a three year period. Information on the assumptions used in valuation of the grants is included in Note 19 of the Notes to Consolidated Financial Statements in the Form 10-K, which is incorporated herein by reference. These amounts may not reflect the actual value realized upon exercise, if any.
- 6 This column includes cash payouts under (a) a cash performance plan established pursuant to the 1997 LTIP with respect to three-year performance periods ended September 30, 2007 and 2008, and (b) the ICP with respect to annual bonuses for fiscal year 2007 and 2008, in the following amounts:

<b>Name</b>	<b>2008 LTIP Payout</b>	<b>2008 ICP Payout</b>
Charles G. McClure, Jr.	\$ 1,144,500	\$ 1,598,500
Jeffrey A. Craig	125,895	327,206
Vernon G. Baker, II	228,900	382,250
Philip R. Martens	267,050	273,000
Carsten J. Reinhardt	267,050	471,900
James D. Donlon, III	381,500	635,883



Name	2007 LTIP Payout	2007 ICP Payout
Charles G. McClure, Jr.	\$ 1,245,000	\$ 407,000
Vernon G. Baker, II	298,800	96,663
Philip R. Martens	174,300	320,499
Carsten J. Reinhardt	174,300	122,850
James D. Donlon, III	498,000	165,945

No earnings were paid or accrued on outstanding awards during the fiscal year. All payouts were in the form of cash. (See *Compensation Discussion and Analysis* above and *Grants of Plan-Based Awards* below for information on long-term incentive target awards made in fiscal year 2008 for the three-year performance period ending in fiscal year 2010 and annual bonus targets for fiscal year 2008.)

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- 7 This column includes the change in actuarial present value of accumulated pension benefits of the Named Executive Officers under all defined benefit and actuarial pension plans accrued during the period between the pension plan measurement dates used for financial statement reporting purposes (June 30) for the reported fiscal year and the prior year. There were no above-market or preferential earnings on compensation that was deferred on a basis that is not tax-qualified during the fiscal year for the Named Executive Officers. See *Pension Benefits* below for information on years of service and accumulated pension benefits for Messrs. McClure, Donlon and Baker under the Company's tax-qualified and non-qualified defined benefit retirement plans. Messrs. Craig, Martens and Reinhardt are not eligible to participate in these plans.
- 8 This column includes the following amounts for 2008: (a) amounts contributed by the Company to the accounts of the Named Executive Officers under the employee savings plan and related supplemental savings plan, including additional amounts contributed in lieu of participation in the Company's defined benefit retirement plans (see *Pension Benefits* below); (b) cash allowances in lieu of perquisites (see *Compensation Discussion and Analysis - Elements of the ArvinMeritor Compensation Program - Components - Perquisites* above); (c) the value of perquisites; (d) any amounts reimbursed to the Named Executive Officers for the payment of income taxes on the value of perquisites (gross-ups); and (e) dividends on unvested restricted shares that were not factored into the grant date fair value reported in the table under the heading *Grants of Plan-Based Awards*; in each case, in the amounts disclosed in the table below:

Type of Compensation	McClure	Craig	Baker	Martens	Reinhardt	Donlon
Employer savings plan contributions	\$ 216,773	\$ 35,682	\$ 39,027	\$ 66,850	\$ 48,276	\$ 59,804
Cash allowances in lieu of perquisites	\$ 34,000	\$ 27,000	\$ 27,000	\$ 27,000	\$ 27,000	\$ 26,909
Perquisites*:						
• Group excess liability insurance premium	\$ 3,000	1,188	1,188	1,188	1,188	1,188
• Spousal use of company aircraft	938	0	0	0	0	0
• Company-paid physical examination	278	0	0	865	0	1,050
Total perquisites	\$ 4,216	\$ 1,188	\$ 1,188	\$ 2,053	\$ 1,188	\$ 2,238
Gross-ups	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Dividends on unvested restricted shares	\$ 83,800	\$ 23,700	\$ 28,700	\$ 35,000	\$ 29,000	\$ 35,000

\* [Spousal use of company aircraft] involves spouses accompanying Named Executive Officers on business-related trips. If a commercial flight is used, then this is valued at the actual cost of the airfare. In the case of a charter aircraft already flying to the same destination for a business purpose, only the direct variable costs associated with the additional passenger (for example, catering) are included in

determining the aggregate cost of the use to the Company. Each other perquisite is valued at its actual cost to the Company. The Compensation Committee has determined to phase out most perquisite programs and related gross-ups. See *Compensation Discussion and Analysis* above.

**GRANTS OF PLAN-BASED AWARDS**

The Compensation Committee made the following grants to the Named Executive Officers under the ICP and the 2007 Long-Term Incentive Plan (□2007 LTIP□) in fiscal year 2008. No consideration was paid by the Named Executive Officers for these awards.

Name	Plan	Grant Date	Date of Compensation Committee Action	Type of Award	Estimated Future Payouts Under Non-Equity Incentive Plan Awards <sup>1</sup>			All Other Stock Awards (# of shares) <sup>2</sup>	All Other Awards: Number of Securities Underlying Options (#) <sup>3</sup>	Exercise or Base Price of Option (\$/Sh) <sup>3</sup>	Grant Date Value of Stock Awards
					Threshold (\$)	Target (\$)	Maximum (\$)				
Charles G. McClure, Jr.	2007 LTIP	7/25/08	7/25/08	Option shares	□	□	□	□	□ 300,000	□ \$12.78	□ \$1,410,000
	2007 LTIP	7/25/08	7/25/08	Restricted shares	□	□	□	□ 150,000	□	□	□ \$1,910,000
	2007 LTIP	1/2/08	12/14/07	Restricted shares	□	□	□	□ 156,000	□	□	□ \$1,750,000
	2007 LTIP	□	□	Cash performance plan targets	0	1,500,000	3,000,000	□	□	□	□
	ICP	□	□	Annual incentive plan targets	0	1,150,000	2,300,000	□	□	□	□
Jeffrey A. Craig	2007 LTIP	1/2/08	12/14/07	Restricted shares	□	□	□	□ 31,000	□	□	□ \$ 340,000
	2007 LTIP	□	□	Cash performance plan targets	0	300,000	600,000	□	□	□	□
	ICP	□	□	Annual incentive plan targets	0	235,400	470,800	□	□	□	□
Vernon G. Baker, II	2007 LTIP	1/2/08	12/14/07	Restricted shares	□	□	□	□ 31,000	□	□	□ \$ 340,000
	2007 LTIP	□	□	Cash performance plan targets	0	300,000	600,000	□	□	□	□
	ICP	□	□	Annual incentive plan targets	0	275,000	550,000	□	□	□	□
Philip R. Martens	2007 LTIP	1/2/08	12/14/07	Restricted shares	□	□	□	□ 52,000	□	□	□ \$ 580,000
	2007 LTIP	□	□	Cash performance plan targets	0	500,000	1,000,000	□	□	□	□

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LTIP		Performance plan targets		Annual incentive plan targets		Annual incentive plan targets		Annual incentive plan targets		Annual incentive plan targets	
ICP				0	390,000	780,000					
Carsten J. Reinhardt	2007 LTIP	1/2/08	12/14/07	Restricted shares			52,000				\$ 58
	2007 LTIP			Cash performance plan targets	0	500,000	1,000,000				
	ICP			Annual incentive plan targets	0	357,500	715,000				
James D. Donlon, III	2007 LTIP	1/2/08	12/14/07	Restricted shares			52,000				\$ 58
	2007 LTIP			Cash performance plan targets	0	500,000	1,000,000				
	ICP			Annual incentive plan targets	0	457,470	914,940				

1 These columns include target amounts for awards under three-year cash performance plans established pursuant to the 2007 LTIP, and target amounts for annual incentive awards under the ICP. Potential payout amounts for target and maximum performance are expressed as dollar amounts and, in the case of 2007 LTIP cash performance plans, are stated before application of the stock price change multiplier. See *Compensation Discussion and Analysis* above for further information on the terms of ICP and 2007 LTIP awards in fiscal

year 2008. Actual ICP payouts for fiscal year 2008 are reported in the column headed "Non-Equity Incentive Plan Compensation" and the related footnote under *Summary Compensation Table* above. Awards may, at the discretion of the Compensation Committee, be paid out in the form of shares of Common Stock, with the number of shares determined based on the market price at the time of payout.

2 This column includes grants of service-based restricted shares of Common Stock (see *Compensation Discussion and Analysis* above).

3 These represent options granted to Mr. McClure on July 25, 2008, which will vest July 25, 2011 and will expire July 25, 2018.

4 This column includes the grant date fair value of restricted shares of Common Stock and options granted in fiscal year 2008, computed in accordance with FAS 123R. Information on the assumptions used in valuation of the grants is included in Note 19 of the Notes to Consolidated Financial Statements in the Form 10-K, which is incorporated herein by reference. The value of dividends on restricted stock is not reflected in this calculation, and the amount of dividends paid on restricted shares in fiscal year 2008 is included in the column headed "All Other Compensation" in the table under *Summary Compensation Table* above.

*Employment Agreements*

*2003 Employment Letters.* The then-current officers of the Company, including Mr. Baker, entered into employment letters with the Company in fiscal year 2003. Under the terms of these letters, if the Company

terminates the executive's employment without cause, the executive will receive:

- any accrued and unpaid compensation;
- monthly severance pay for a period of 18 to 36 months (determined case by case based on circumstances of termination and years of service);
- *pro rata* participation in the current year annual bonus and in the cash portion of only those existing long-term incentive cycles that began more than a year before the last day employed, based on the portion of the fiscal year or performance cycle that has elapsed as of the last day employed;
- continuation of health and welfare benefits (other than long-term and short-term disability coverage) throughout the severance period;
- extension of exercise period for stock options for three months after the end of the severance period (but not beyond the original option expiration date);
- *pro rata* vesting of all restricted shares based on the portion of the restricted period that has elapsed as of the end of the severance period;
- continuing accrual of credited service under the defined benefit pension plans during the severance period until the plans' termination on December 31, 2007;
- outplacement services; and
- gross-up for any excise tax imposed in the event of termination after a change of control.

Performance shares are not covered by the terms of these letters and would be forfeited upon any termination of employment without cause. "Cause" is defined as a continued and willful failure to perform duties; gross misconduct that is materially and demonstrably injurious to the Company; or conviction of or pleading guilty (or no contest) to a felony or to another crime that materially and adversely affects the Company.

The executives also agreed to an 18-month non-solicitation provision, perpetual non-disclosure and confidentiality, and mandatory arbitration of disputes. The terms of these agreements are subject to modification to the extent necessary to comply with the requirements of Section 409A of the Internal Revenue Code relating to deferred compensation.

*Individual Employment Letters.* The other Named Executive Officers entered into individual employment letters at the time of their accepting employment with the Company, as described below.

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Mr. McClure accepted an employment letter in connection with his assuming the position of Chairman of the Board, Chief Executive Officer and President on August 9, 2004, providing for a specified annual salary. He was also granted stock options (see *Outstanding Equity Awards at Fiscal Year-End 2008*), restricted stock (which is now fully vested) and target awards for two three-year cash performance plans under the 1997 LTIP that ended September 30, 2005 and September 30, 2006. Further, in order to provide a comparable benefit to that provided by his former employer, Mr. McClure earned two years of credited service (but not vesting service) under the Company's defined benefit retirement plans for each year served until participation in the plans terminated on December 31, 2007. Following the termination of participation in the defined benefit retirement plans on December 31, 2007, Mr. McClure began to receive enhanced Company contributions to the defined contribution savings plans in lieu of this additional credited service, as described under the heading *Pension Benefits* below. If Mr. McClure is terminated without cause in the first five years of his employment, he is entitled to 24 months of base salary as severance pay; two years of annual incentive awards at the targeted level; full and immediate vesting of all service-based restricted shares; *pro rata* vesting of performance shares, and *pro rata* participation in all outstanding cash performance plans, at the end of the performance period and in accordance with the

terms of the grant, based on the portion of the performance period that had elapsed; and vesting of his accrued benefit under the Company's defined benefit retirement plans. After the end of the five-year period, Mr. McClure will be subject to substantially the same severance provisions as other officers under the 2003 letters, as described above. However, except for payment of two years of annual target incentive awards, to which he will no longer be entitled, his severance benefits will not be less than they would have been during the initial five year period. In addition, the letter provides for a 24 month non-compete and non-solicitation period, and does not provide for gross-up for excise taxes in the event of termination after a change of control. Other terms of Mr. McClure's employment letter are substantially consistent with the terms of the 2003 letters described above.

In connection with his assuming the position of Senior Vice President and Chief Financial Officer on April 1, 2005, Mr. Donlon accepted an employment letter providing for a specified annual salary and full participation in the annual bonus under the ICP for 2005. He also received shares of performance-based restricted stock for the three-year cycle that ended September 30, 2006; performance shares for the three-year performance cycle that ended September 30, 2007; target awards for the three-year cash performance plans under the 1997 LTIP that ended September 30, 2006 and September 30, 2007 (see the column headed "Non-Equity Incentive Plan Compensation" and the related footnote under *Summary Compensation Table* above for information on payouts for the period ending in 2007); and a special award of restricted shares that vest upon continued service for specified periods up to four years (see *Outstanding Equity Awards at Fiscal Year-End 2008* below). The terms of Mr. Donlon's letter relating to termination without cause differ from the 2003 letters in the following respects: (1) all unvested service-based restricted shares would vest in full immediately; and (2) any outstanding awards of performance shares would vest *pro rata*, and he would participate *pro rata* in all outstanding cash performance plans, at the end of the performance period and in accordance with the terms of the grant, based on the portion of the performance period that had elapsed at the termination of employment. In addition, the letter provides for a 24 month non-compete and non-solicitation period, and does not provide for gross-up for excise taxes in the event of termination after a change of control. Other terms of Mr. Donlon's employment letter are substantially consistent with the terms of the 2003 letters described above.

Messrs. Craig, Martens and Reinhardt accepted employment letters in 2006 in connection with accepting their positions with the Company. Under the terms of these letters, each received a specified annual salary, a special award of restricted shares that vest upon continued service for specified periods of three to five years (see *Outstanding Equity Awards at Fiscal Year-End 2008* below), and target awards for the three-year cash performance plans under the 1997 LTIP ending September 30, 2008 and, in the case of Messrs. Martens and Reinhardt, 2007 (see the column headed "Non-Equity Incentive Plan Compensation" and the related footnote under *Summary Compensation Table* above for information on payouts). The terms of these letters relating to termination without cause differ from the 2003 letters in the following respects: (1) the special award of service based restricted shares would vest in full immediately; (2) grants of any other restricted shares would be forfeited; and (3) they would participate *pro rata* in all outstanding cash performance plans, at the end of the performance period and in accordance with the terms of the grant, based on the portion of the performance period that had elapsed at the termination of employment. Mr. Reinhardt's letter also provided for a special cash payment of \$250,000 to be paid to him on February 1, 2007, 50% of which he would be obligated to repay if he voluntarily left the Company between the first and second anniversary of his employment. Mr. Craig's letter provided for payment of a sign-on

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bonus of \$150,000. In addition, these letters provide for a 24 month non-compete and non-solicitation period, and do not provide for gross-up for excise taxes in the event of termination after a change of control. The terms of their employment letters are otherwise substantially consistent with the terms of the 2003 employment letters described above.

In November 2008, the Company entered into a letter agreement with Mr. Martens relating to the Company's announced plans to sell the Light Vehicle Systems business, excluding the Wheels business ("LVS"). Pursuant to the agreement, Mr. Martens will be eligible, contingent upon his continued voluntary employment through the conclusion of a sale, for a completion payment. The amount of the completion payment will depend upon the sales value of LVS as a multiple of its 2008 earnings before interest, taxes, depreciation and amortization or EBITDA. If the sales value of LVS reaches a specified minimum threshold, the completion payment will be in the amount of \$150,000 (which is equal to three months of Mr. Martens' base salary) and, depending upon the extent to which the sales value exceeds this threshold, the completion payment could be as much as \$600,000 (which is equal to twelve months of Mr. Martens' base salary). If the threshold sales value is not met or a sale is not completed, Mr.

Martens will not be eligible for a completion payment. In addition to the completion payment, the agreement provides that Mr. Martens will be eligible for an additional payment of \$75,000 (which is equal to 1.5 months of Mr. Martens's base salary) if certain LVS first quarter 2009 EBITDA targets are met.

See *Potential Payments Upon Termination or Change in Control* below for information on the amounts that would be payable to the Named Executive Officers if their employment had been terminated at the end of fiscal year 2008.

*Description of Plan-Based Awards*

See *Compensation Discussion and Analysis* Elements of the ArvinMeritor Compensation Program Components Annual Incentives and Long-Term Incentives above for information on the types of plan-based awards that were made in fiscal year 2008 and are reported in the table above, the applicable performance objectives, and how payouts are calculated.

See the column headed Non-Equity Incentive Plan Compensation and the related footnote in the table under Summary Compensation Table above for information on actual annual bonus payments made with respect to fiscal year 2008.

**OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END 2008**

The following unexercised stock options, unvested restricted shares of Common Stock and unvested performance shares were held by the Named Executive Officers as of September 30, 2008.

Name	Option Awards				Stock Awards			Equity Incentive Plan Awards:
	Number of securities underlying unexercised options <sup>1</sup> (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested <sup>2</sup> (#)	Market Value of Shares or Units of Stock That Have Not Vested <sup>3</sup> (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested <sup>4</sup> (#)	Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested <sup>5</sup> (\$)	
Charles G. McClure, Jr.	100,000	0	\$ 18.48	8/9/2014	368,087	\$5,131,133	137,000	\$1,909,780
Jeffrey A. Craig	0	300,000	\$ 12.78	7/25/18	70,023	976,120	15,000	209,100
Vernon G. Baker, II	33,000	0	14.81	11/10/2010				

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	60,000	0	19.85	1/21/2012					
	30,000	0	15.32	11/22/2012					
	30,000	0	17.94	11/17/2013					
					70,444	981,989			
							27,000		376,380
Philip R. Martens					104,176	1,452,213			
Carsten J. Reinhardt					88,363	1,231,780	18,500		257,890
James D. Donlon, III					80,760	1,125,794	45,500		634,270

1 This column includes options granted to the Messrs. McClure and Baker in fiscal year 2004 and earlier, all of which have vested, and a grant to Mr. McClure in July 2008. Other than the grant to Mr. McClure, the Company has not granted stock options to employees since fiscal year 2004, and Messrs. Craig, Donlon, Martens and Reinhardt do not hold any stock options.

2 This column includes the following separate grants of restricted shares of Common Stock that vest upon continuation of employment through the end of the restricted period. The number of shares held as of September 30, 2008 includes the original grant, plus additional shares of restricted stock purchased through reinvestment of dividends (excluding fractional shares).

Name	Type of Grant	Grant Date	Vesting Date	Number of Shares Held as of 9/30/08
Charles G. McClure, Jr.	Restricted shares (retention award)	7/25/2008	7/25/2011	150,960
	Restricted shares	1/2/2008	1/2/2011	159,462
	Restricted shares	12/1/2006	12/1/2009	57,664
Jeffrey A. Craig	Restricted shares	1/2/2008	1/2/2011	31,688
	Restricted shares	12/1/2006	12/1/2009	6,290
	Restricted shares (retention award)	5/1/2006	5/1/2009	32,045
Vernon G. Baker, II	Restricted shares	1/2/2008	1/2/2011	31,688
	Restricted shares	12/1/2006	12/1/2009	11,532
	Restricted shares (retention award)	7/25/2005	12,500 shares on each of 7/25/2008, 7/25/2009 and 7/25/2010 (plus shares acquired with reinvested dividends)	27,224

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Philip R. Martens	Restricted shares	1/2/2008	1/2/2011	53,154
	Restricted shares	12/1/2006	12/1/2009	19,396
	Restricted shares	9/11/2006	7,500 shares on each of	31,626
	(retention award)		9/11/2009 and 9/11/2010, and 15,000 shares on 9/11/2011 (plus shares acquired with reinvested dividends)	
Carsten J. Reinhardt	Restricted shares	1/2/2008	1/2/2011	53,154
	Restricted shares	12/1/2006	12/1/2009	19,396
	Restricted shares	9/11/2006	3,750 shares on each of	15,813
	(retention award)		9/11/2009 and 9/11/2010, and 7,500 shares on 9/11/2011 (plus shares acquired with reinvested dividends)	
James D. Donlon, III	Restricted shares	1/2/2008	1/2/2011	53,154
	Restricted shares	12/1/2006	12/1/2009	19,396
	Restricted shares	4/1/2005	7,500 shares on	8,210
	(retention award)		4/1/2009 (plus shares acquired with reinvested dividends)	

3 Based on the number of shares held multiplied by the NYSE Closing Price on September 26, 2008 (\$13.94 per share), which is the last trading day in the Company's 2008 fiscal year.

4 This column includes the following separate grants of performance shares. The number of shares held as of September 30, 2008 reflects the target amount of shares granted. The actual number of shares of Common Stock paid in settlement of performance shares depends on achievement of performance objectives and may vary from 0 to 200% of the target number of shares. (See *Compensation Discussion and Analysis* above for information on the performance objectives applicable to performance share grants.) No dividends or dividend equivalents are accrued or paid with respect to these shares prior to vesting.

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Name	Type of Grant	Grant Date	Vesting Date	Target Number of Shares Held as of 9/30/08
Charles G. McClure, Jr.	Performance shares	12/1/2006	9/30/2009	55,000
	Performance shares	12/7/2005	9/30/2008	82,000*
Jeffrey A. Craig	Performance shares	5/1/2006	9/30/2009	9,000
	Performance shares	12/1/2006	9/30/2008	6,000*
Vernon G. Baker, II	Performance shares	12/1/2006	9/30/2009	11,000
	Performance shares	12/7/2005	9/30/2008	16,000*
Philip R. Martens	Performance shares	12/1/2006	9/30/2009	18,500
Carsten J. Reinhardt	Performance shares	12/1/2006	9/30/2009	18,500
James D. Donlon, III	Performance shares	12/1/2006	9/30/2009	18,500
	Performance shares	12/7/2005	9/30/2008	27,000*



- \* Vesting Date here signifies the end of the performance period. A portion of these performance shares vested and were settled and paid out in shares of Common Stock in December 2008. The number of shares vested and paid out for each individual equaled 57% of his target award. The remainder of these performance shares was forfeited. See *Compensation Discussion and Analysis* above for information on achievement of the performance objectives with respect to this award.

- 5 Based on the target number of shares granted multiplied by the NYSE Closing Price on September 26, 2008 (\$13.94 per share).

#### OPTIONS EXERCISED AND STOCK VESTED

The following table includes information with respect to: (a) shares of Common Stock earned by certain of the Named Executive Officers under the 1997 LTIP in connection with payout of performance shares for the three-year performance period ended September 30, 2008; and (b) service-based restricted shares of Common Stock held by certain of the Named Executive Officers that vested during the fiscal year ended September 30, 2008. The Named Executive Officers did not exercise any stock options during the 2008 fiscal year.

Name of Executive Officer	Stock Awards Number of Shares Acquired on Vesting <sup>1</sup>		Value Realized Upon Vesting <sup>2</sup>
	(#)		
	Restricted Shares	Performance Shares	(\$)
Charles G. McClure, Jr.	0	46,740	\$ 181,351
Jeffrey A. Craig	0	5,130	19,904
Vernon G. Baker, II	13,525	9,120	208,236
Philip R. Martens	0	0	0
Carsten J. Reinhardt	0	0	0
James D. Donlon, III	26,104	15,390	398,804

- 1 The number of shares acquired on vesting of restricted shares includes the number of restricted shares originally granted plus additional shares purchased periodically through reinvestment of quarterly dividends during the restricted period. The number of shares acquired on vesting of performance shares reflects the number of performance shares earned based on the level of the Company's ROIC over the three-year performance period ended September 30, 2008 (see *Compensation Discussion and Analysis* □ *Elements of the ArvinMeritor Compensation Program* □ *Components Long-Term Incentives* □ *Fiscal Year 2008 Payouts*). These performance shares were paid out in December 2008.

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- 2 The amount in the table is based on the number of shares acquired upon vesting of restricted shares and payment of performance shares, as the case may be, multiplied by the NYSE Closing Price on the date of vesting of restricted shares or payment of performance shares. If such date is not a trading date, the trading day next preceding the date is used.

#### PENSION BENEFITS

ArvinMeritor has a tax-qualified defined benefit retirement plan covering salaried and non-represented U.S. employees hired prior to October 1, 2005. Sections 401(a)(17) and 415 of the Internal Revenue Code limit the annual benefits that may be paid from a tax-qualified retirement plan. As permitted by the Employee Retirement Income Security Act of 1974, the Company has established a supplemental non-qualified plan that authorizes the payment out of the Company's general funds of any benefits calculated under provisions of the tax-qualified retirement plan that may be above limits under these sections. Participation in ArvinMeritor's defined benefit retirement plans was terminated on December 31, 2007 and benefits were frozen as of a specified date, as described below.

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The following table shows the years of credited service and the actuarial present value of the accumulated benefit under ArvinMeritor's qualified and nonqualified defined benefit retirement plans for Messrs. McClure, Donlon and Baker as of June 30, 2008 (the pension plan measurement date used for financial statement reporting purposes), assuming retirement at age 62. No payments were made during the fiscal year ended September 30, 2008. Because they were hired after October 1, 2005, Messrs. Craig, Martens and Reinhardt are not eligible to participate in the defined benefit retirement plans.

Name of Executive Officer	Plan Name	Number of Years Credited Service (#)	Present Value
			of Accumulated Benefit <sup>1</sup> (\$)
Charles G. McClure, Jr.	ArvinMeritor Retirement Plan	72	\$ 64,637
	ArvinMeritor Supplemental Retirement Plan	72	1,112,341
Jeffrey A. Craig	ArvinMeritor Retirement Plan	0	0
	ArvinMeritor Supplemental Retirement Plan	0	0
Vernon G. Baker, II	ArvinMeritor Retirement Plan	9	154,957
	ArvinMeritor Supplemental Retirement Plan	9	303,586
Philip R. Martens	ArvinMeritor Retirement Plan	0	0
	ArvinMeritor Supplemental Retirement Plan	0	0
Carsten J. Reinhardt	ArvinMeritor Retirement Plan	0	0
	ArvinMeritor Supplemental Retirement Plan	0	0
James D. Donlon, III	ArvinMeritor Retirement Plan	3	88,228
	ArvinMeritor Supplemental Retirement Plan	3	311,171

1 Information on the valuation method and material assumptions applied in quantifying the present value of the current accrued benefits is included in Note 21 of the Notes to Consolidated Financial Statements in the Form 10-K, which is incorporated herein by reference.

2 Through the date of termination of participation in the defined benefit retirement plans, Mr. McClure earned two years of credited service for each year served, pursuant to the terms of his employment agreement (see *Employment Agreements* above). The additional credited service increases the amount reported above as actuarial present value of accumulated benefit under the ArvinMeritor Supplemental Retirement Plan by \$588,481.

The plans provide for annual retirement benefits payable on a straight life annuity basis to participating employees, reduced to reflect the cost of Social Security benefits related to service with the Company. The amount of a participant's annual benefit generally is calculated as 1.5% of the number that is the average of covered compensation for the highest five consecutive years of the ten years preceding retirement, multiplied by years of service, less the Social Security reduction.

Covered compensation includes base salary for the portion of fiscal year 2008 prior to the plans' termination on December 31, 2007. Covered compensation for fiscal year 2008 was \$275,000 for Mr. McClure; \$172,500 for Mr. Donlon; and \$118,750 for Mr. Baker. The plan credits participants with service earned with ArvinMeritor and its

predecessor companies, as applicable. The Company has not established a policy with respect to granting extra years of credited service. The plan also includes "grandfathering" provisions under which the retirement benefits payable to certain long-term employees will be adjusted in some cases to reflect differences between the benefits earned under the plan and those earned under predecessor plans of Arvin, Meritor or Rockwell.

Participants may generally elect to retire under the plans any time after reaching age 55, with the annual benefit reduced by 6% for each year that the participant receives benefit payments prior to his reaching age 62. As of the last day of fiscal year 2008, only Messrs. Baker and Donlon were eligible for early retirement under this provision (although Mr. McClure became eligible subsequent to that date).

In the event of the participant's death, the plans also provide for the payment of benefits to an employee's surviving spouse or other beneficiary. The amount of the survivor's benefit is 60% of the participant's benefit under the nonqualified plan, and can range from 60% to 100% of the participant's benefit under the qualified plan, depending on the participant's election as to benefit payment options.

See Note 21 of the Notes to Consolidated Financial Statements in the Form 10-K for information on the funded status of the qualified plan. The non-qualified plan is currently unfunded.

New non-union employees hired on or after October 1, 2005, including Messrs. Craig, Martens and Reinhardt, are not eligible to participate in the defined benefit retirement plans. In addition, the defined benefit retirement plans were amended, effective December 31, 2007, to provide that participation in the plans terminated and benefits were frozen for all participating employees as of specified dates. Most participating employees ceased accruing benefits effective January 1, 2008. Some participating employees, who either have at least 20 years of service or are age 50 or older with at least 10 years of service, will continue to accrue benefits for an additional transition period, ending June 30, 2011. None of the Named Executive Officers qualifies for this transitional accrual period. For those not eligible to participate in, or whose benefits have been frozen under, the defined benefit retirement plan, the Company makes additional defined contributions to the savings plans on behalf of these individuals, with the amount of the contribution depending on the individual's salary and years of service.

As noted above, Mr. McClure earned two years of credited service under the defined benefit retirement plans for each year served, pursuant to the terms of his employment agreement. The purpose of this additional accrual was to provide Mr. McClure with retirement benefits comparable to those he received at his last employer. To replace this provision when Mr. McClure's participation in the defined benefit retirement plans ceased on December 31, 2007, the Company began making additional defined contributions to the savings plan on his behalf in an amount equal to five times what he would otherwise be entitled to receive.

#### NON-QUALIFIED DEFERRED COMPENSATION

The following table reflects contributions made by the Named Executive Officers and the Company to the Company's non-qualified supplemental savings plan in fiscal year 2008, together with earnings on the accounts of the Named Executive Officers under that plan during the fiscal year.

Name of Executive Officer	Executive contributions in last fiscal year1	Registrant contributions in last fiscal year2	Aggregate earnings in last fiscal year3	Aggregate withdrawals/distributions	Aggregate balance at last fiscal year end
	(\$)	(\$)	(\$)	(\$)	(\$)
Charles G. McClure, Jr.	\$91,302	\$198,759	\$ (32,121)	\$0	\$314,861
Jeffrey A. Craig	17,657	18,817	(16,320)	0	76,267
Vernon G. Baker, II	54,364	24,002	(124,074)	0	562,778
Philip R. Martens	73,425	52,975	(33,722)	0	159,749
Carsten J. Reinhardt	26,725	31,412	(20,813)	0	75,247
James D. Donlon, III	37,936	40,254	(56,816)	0	221,031

- 1 The amounts reported in this column are included in the amounts reported in the column headed "Salary" for 2008 under *Summary Compensation Table* above.
- 2 The amounts reported in this column are included in the amounts reported in the column headed "All Other Compensation" for 2008 under *Summary Compensation Table* above.
- 3 "Earnings" reflects changes in aggregate account value at the end of fiscal year 2008 compared to 2007 that do not result from contributions or distributions, including interest, dividends, appreciation or depreciation in stock price and similar items. None of these earnings are reported in the table under *Summary Compensation Table*.

#### *Description of Non-Qualified Supplemental Savings Plan*

The ArvinMeritor Supplemental Savings Plan allows certain executives of the Company, including the Named Executive Officers, to defer amounts that cannot be contributed to the tax-qualified 401(k) plan due to deferral and compensation limits imposed by the IRC. Under the 401(k) plan, a participant can defer up to 20% of his eligible pay, on a before-tax or after-tax basis, subject to IRC limits, and the Company matches deferrals at the rate of 100% on the first 3% and 50% on the next 3% of eligible pay. "Eligible pay" includes base salary and annual bonus under the ICP. If an executive elects to participate in the Supplemental Savings Plan, he can continue to contribute on a before-tax basis, even though his 401(k) plan contributions or his eligible pay have reached the annual IRC limits. Both participant contributions and Company matching contributions to the Supplemental Savings Plan are always 100% vested.

The Company also makes pension contributions to the 401(k) plan for certain employees who are not eligible to participate in the Company's defined benefit retirement plans, and these contributions would be made to the Supplemental Savings Plan when eligible pay reaches statutory limits. Company pension contributions to the Supplemental Savings Plan vest 20% after two years of employment and 20% each year thereafter, with full vesting occurring after six years of employment.

The plan administrator keeps track of contributions under the Supplemental Savings Plan as if they were invested in investment options selected by the participant. These options include a variety of mutual funds and Company Common Stock. Growth of the participant's account depends on the investment results of the selected mutual funds and/or on the market price of, and the payment of dividends on, Company Common Stock. Earnings for each investment vehicle for fiscal year 2008 were as follows:

<b>Name of Investment Fund</b>	<b>2008 Rate of Return</b>
T. Rowe Price Prime Reserve Fund	3.22%
T. Rowe Price Stable Value Fund	4.48%
PIMCO Total Return Fund	3.51%
T. Rowe Price Retirement Income Fund	-9.42%
T. Rowe Price Retirement 2005 Fund	-12.09%
T. Rowe Price Retirement 2010 Fund	-14.93%
T. Rowe Price Retirement 2015 Fund	-17.08%
T. Rowe Price Retirement 2020 Fund	-19.25%
T. Rowe Price Retirement 2025 Fund	-20.83%
T. Rowe Price Retirement 2030 Fund	-22.17%
T. Rowe Price Retirement 2035 Fund	-22.86%
T. Rowe Price Retirement 2040 Fund	-22.82%
T. Rowe Price Retirement 2045 Fund	-22.83%
T. Rowe Price Retirement 2050 Fund	-22.83%
T. Rowe Price Retirement 2055 Fund	-22.83%

AllianceBernstein Value Fund	-31.12%
Goldman Sachs Structured International Equity Fund	-30.80%
Lord Abbett Small-Cap Value Series	-11.15%
T. Rowe Price Growth and Income Fund	-20.44%
T. Rowe Price Growth Stock Fund	-25.72%
Vanguard Institutional Index Fund	-21.97%
T. Rowe Price Mid-Cap Growth Fund	-20.27%
ArvinMeritor Common Stock	-20.09%

Distributions from the Supplemental Savings Plan are made in cash under one of three options, as elected by the participant: (a) a lump sum payment six months following termination of employment; (b) a lump sum payment at the later of age 55 or six months following termination of employment; or (c) ten annual installments payable on January 1 of each year beginning the year after the later of age 55 or six months after termination of employment.

#### **POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL**

The narrative and tables below describe and quantify potential compensation that could be paid to each of the Named Executive Officers by the Company upon termination of his employment as of September 30, 2008, voluntarily or for cause, without cause, upon a change of control, and upon retirement, death or disability. Except as noted below, the amounts disclosed in the table are based on actual compensation through September 30, 2008 and estimates of future compensation. The actual amounts that could be paid to the Named Executive Officers are subject to a number of variables and can only be determined after occurrence of a termination event.

#### **Voluntary Termination of Employment or Involuntary Termination of Employment with Cause**

A Named Executive Officer would be entitled to the following under the Company's current policies, plans and employment letters upon voluntary termination of employment or involuntary termination of employment with cause. "Cause" is defined as a continued and willful failure to perform duties; gross misconduct that is materially and demonstrably injurious to the Company; or conviction of or pleading guilty (or no contest) to a felony or to another crime that materially and adversely affects the Company.

*Compensation and Benefits.* If a Named Executive Officer were to voluntarily resign from his position or be terminated for cause, he would be entitled only to accrued and unpaid compensation. Participation in benefit plans would cease upon termination.

*Incentive Plan Payments and Equity Awards.* Upon voluntary termination or termination with cause, a Named Executive Officer would not be entitled to annual bonus or long-term incentive cash plan participation and all unvested equity grants (including unvested restricted shares of Common Stock and performance shares) would be forfeited. Stock options would be exercisable for three months after the termination date (or until their expiration date, if earlier), after which they would be forfeited.

*Savings Plan Distributions.* Participants in the qualified savings plan are generally entitled to a lump sum distribution of the vested interest in their savings plan accounts upon any termination of service. Participants in the supplemental (non-qualified) savings plan are entitled to receive distributions of the vested portion of their accounts, either in a lump sum or in ten annual installments, at age 55 or six months after any termination of employment, depending on the election made by the participant. All participant contributions and Company matching contributions to the savings plans, and any related earnings, are immediately 100% vested. Retirement contributions made by the Company to the savings plans in lieu of participation in the defined benefit retirement plans vest 20% for each full year of the participant's employment beginning with the second year, with full vesting of accounts after completion of six years of service.

The Named Executive Officers would be entitled to receive a distribution of all of their employee and Company-matching contributions, and any related earnings, from their savings plan accounts upon voluntary termination or termination with cause. The Company also makes savings plan contributions on behalf of Messrs.

Craig, Martens and Reinhardt, and beginning January 1, 2008, Messrs. McClure, Baker and Donlon, in lieu of participation in the defined benefit retirement plans. As of September 30, 2008, these additional retirement contributions had vested (and the Named Executive Officers would be eligible to receive a distribution of their accounts with respect to these distributions upon voluntary termination or termination with cause) in the following amounts: 100% for Mr. Baker; 60% for Mr. McClure; 40% for Mr. Donlon; and 20% for each of Messrs. Craig, Martens and Reinhardt.

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## Termination of Employment without Cause

Upon termination without cause, a Named Executive Officer's compensation and benefits would be governed by the terms of his employment letter, as follows:

*2003 Employment Letters.* In 2003, the then-current officers of the Company, including Mr. Baker, entered into employment letters, as described above under the heading *Employment Agreements*. Under the terms of these letters, if the Company terminates the executive's employment without cause, the executive would receive any accrued and unpaid compensation, together with the following severance payments and benefits:

- **Severance pay:** The executive would receive severance pay, at his then-current salary, for a severance period of 18 to 36 months (determined case by case based on circumstances of termination and years of service).
- **Annual bonus:** The executive would participate in the current year annual bonus on a *pro rata* basis, for the portion of the year during which he was employed.
- **Long-term incentives** (see *Grants of Plan-Based Awards and Compensation Discussion and Analysis* above for further information on the different types of long-term incentive awards that are currently outstanding):
  - **Cash performance plans:** The executive would participate in the cash portion of each existing long-term incentive cycle on a *pro rata* basis, for the portion of the three-year performance period during which he was employed.
  - **Equity grants:**
    - ◆ **Stock options:** The executive's outstanding stock options would remain exercisable for three months after the end of the severance period (but not beyond the original option expiration date).
    - ◆ **Restricted shares:** The executive's outstanding unvested restricted shares would vest on *pro rata* basis, for the portion of the restricted period that had elapsed as of the end of the severance period.
    - ◆ **Performance shares:** Performance shares are not covered by the 2003 letters and are therefore governed by the terms of the incentive plans under which they were granted. Under the terms of these plans, the executive's outstanding performance shares would be forfeited.
- **Benefits:** The executive would be entitled to continuation of health and welfare benefits (other than long-term and short-term disability coverage) throughout the severance period.
- **Retirement plans:** The executive would continue to accrue credited service for purposes of the defined benefit pension plans during the severance period through the plans' termination on December 31, 2007. Savings plan participation (including additional contributions in lieu of defined benefit plan participation) would cease at the end of employment.
- **Outplacement services:** The executive would receive outplacement services at Company expense.

No perquisites are provided to the executive or paid for by the Company during the severance period. Bonus payments and long-term incentive payouts would occur at the time applicable for all participating employees. All other amounts would be payable periodically over the severance period, with timing of some payments delayed to comply with Section 409A of the IRC.

*Other Employment Letters.* In connection with accepting their current positions with the Company, employment letters were entered into by Mr. McClure in August 2004, Mr. Donlon in April 2005, Mr. Craig in March 2006 and Messrs. Martens and Reinhardt in September 2006, as described above under the heading *Employment Agreements*. These employment letters provide for the following payments and benefits that are additional to or different than those described above under the 2003 letters:

- Mr. McClure's letter: Under the terms of Mr. McClure's employment letter, if he is terminated without cause in the first five years of his employment, he is entitled to: (i) 24 months of base salary as severance pay; (ii) two years of annual incentive awards at the full targeted level; (iii) *pro rata*

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vesting of outstanding performance shares for the portion of the performance period during which he was employed; (iv) full and immediate vesting of any service-based restricted shares of stock; and (v) vesting of his accrued benefit under the Company's defined benefit retirement plans. Except for these provisions, he is subject to substantially the same severance provisions as other officers under the 2003 letters, as described above.

- Mr. Donlon's letter: The employment letter for Mr. Donlon provides for a special award of service-based restricted shares of Common Stock that vest upon continued service for specified periods (as reported in the table under the heading *Outstanding Equity Awards at Fiscal Year-End 2008* above). Under the terms of his letter, this special award, and any other service-based restricted shares of stock, would immediately vest in full in the event of termination of employment without cause, and any performance share awards would vest on a *pro rata* basis, for the portion of the performance period during which he was employed. In addition, he would not receive credited service under the defined benefit retirement plans during the severance period. Except for these provisions, Mr. Donlon is subject to substantially the same severance provisions as other officers under the 2003 letters, as described above.
- Mr. Craig's, Mr. Martens' and Mr. Reinhardt's letters: The employment letter for each of Messrs. Craig, Martens and Reinhardt provides for a special award of service-based restricted shares of Common Stock that vest upon continued service for specified periods (as reported in the table under the heading *Outstanding Equity Awards at Fiscal Year-End 2008* above). Under the terms of their letters, these special awards would vest in full in the event of termination of employment without cause. However, their letters do not cover any other grants of restricted shares or performance shares. These other grants of restricted stock would vest on a *pro rata* basis on the last day of the severance period. Under the terms of the incentive plans under which they were granted, performance shares would be forfeited upon termination of employment without cause. Except for these provisions, Messrs. Craig, Martens and Reinhardt are subject to substantially the same severance provisions as other officers under the 2003 letters, as described above.

*Savings Plan Distributions.* Upon termination without cause, the Named Executive Officers would also be entitled to a distribution of certain amounts in their savings plan accounts, as described above under "Voluntary Termination of Employment and Termination of Employment with Cause."

The amounts reported in the table below reflect the terms of the employment letters and assume a severance period of 24 months.

#### **Termination of Employment upon Change of Control**

Under their employment letters, the Named Executive Officers would receive substantially the same salary payments and benefits in the case of a termination of employment upon change of control as those outlined above for a termination of employment without cause. Payouts with respect to cash performance plans and all

equity-based awards would depend on the provisions of the long term incentive plan under which they were granted. Under the terms of the 1997 LTIP (which was approved by the shareowners of the Company), payouts with respect to cash performance plans and all equity-based awards would be paid out or vest immediately upon a change of control, at either target or maximum amounts, depending on the grant involved (as described in footnotes 5 and 6 to the tables below), rather than being forfeited or paid out *pro rata* at the end of the restricted or performance period. As a result, the amounts for annual and long-term incentive payout and vesting of restricted shares and performance shares, as well as the totals, would increase to the amounts stated in the tables below if termination of employment occurred on the last day of fiscal year 2008 upon a change of control. Mr. Baker, but not the other Named Executive Officers, would also receive payment for any excise taxes imposed in the event of termination followed by a change of control.

The change of control provisions in the 2007 LTIP are different from the terms of the 1997 LTIP. Where the 1997 LTIP had provided for immediate vesting and payout of all equity and non-equity long-term incentive awards at maximum levels, the 2007 LTIP provides for vesting and payout only at target levels. The 2007 LTIP was approved by shareowners in January 2007. In addition, the Committee modified the change of control provisions applicable to long-term incentive awards made in November 2006, to the extent possible under the terms of the 1997 LTIP, by providing for payouts under cash performance plans for the three-year performance period ending in 2009 at target, rather than maximum, levels in the event of a change of control. The Committee made these changes to conform more closely to what it believed to be current market practice.

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## Retirement

Upon retirement, a Named Executive Officer may be eligible for the following payments and benefits:

*Defined Benefit Retirement Plan.* Messrs. McClure, Donlon and Baker participate in the Company's defined benefit retirement plans. The present value of each of their accumulated benefits, assuming retirement at age 62, is disclosed above in the table under the heading *Pension Benefits*. Only Messrs. Baker and Donlon were eligible to retire under the defined benefit retirement plans as of the last day of fiscal year 2008. In the event of either Mr. Baker's or Mr. Donlon's death, his spouse would receive a portion of his pension benefit paid monthly for the remainder of her life. Mr. McClure had not yet reached the minimum age to receive defined benefit pension payments as of September 30, 2008 (although he turned 55 subsequent to that date), and Messrs. Craig, Martens and Reinhardt do not participate in the defined benefit retirement plans.

*Savings Plan Distributions.* Upon retirement, the Named Executive Officers would be entitled to a distribution of amounts in their savings plan accounts, including any vested Company contributions in lieu of defined benefit pension plan participation, as described above under "Voluntary Termination of Employment and Termination of Employment with Cause."

*Retiree Medical Benefits.* Messrs. Craig, McClure, Donlon, Martens and Reinhardt were hired after January 1, 2001 and therefore are not eligible for benefits under the Company's retiree medical program. Since Mr. Baker is age 55 and has at least 10 years of service, he will be eligible for retiree medical benefits for the period from the date of his retirement to the date of his eligibility for Medicare. The value of these benefits as of September 30, 2008 is included in the table below.

*Incentive Plan Payments and Equity Awards.* Assuming retirement at the end of fiscal year 2008, Messrs. Baker and Donlon would be entitled to participate fully in the annual bonuses paid for fiscal year 2008. They would also be entitled to cash payouts under the 1997 LTIP and the 2007 LTIP for each three-year performance plan, and full vesting of performance shares at the end of the performance period for each grant, on the same basis and to the same extent as if employed for the entire period. Service-based restricted stock would vest in full if granted at least one year prior to retirement, but would be forfeited if granted less than a year prior to retirement. The other Named Executive Officers are not eligible to retire under the Company's retirement plans at the end of fiscal year 2008 and, therefore, would not be entitled to vesting and payout of these awards.

## Death

In the event of his death, a Named Executive Officer's beneficiary would receive the following benefits:



*Insurance.* The Named Executive Officer's beneficiary would be entitled to the proceeds of Company-sponsored life insurance policies.

*Compensation and Benefits.* In addition to any accrued and unpaid compensation, the Named Executive Officer's spouse and other dependents would be eligible for continuation of medical benefits for a period of six months.

*Incentive Plan Payments and Equity Awards.* The Named Executive Officer's beneficiary would be entitled to a *pro rata* portion of the annual bonus, based on the portion of the year that he was employed. She would also be entitled to *pro rata* cash payouts under the long term incentive plan for each three-year performance plan, full vesting of restricted shares (either immediately or at the end of the restricted period for each grant) and vesting for performance shares at the end of the performance period for each grant more than one year old. Outstanding stock options would be exercisable for three years after the date of death or until the expiration of the option, whichever is earlier.

*Savings Plan Distributions.* Upon the death of a Named Executive Officer, his beneficiary would be entitled to distribution of amounts in his savings plan accounts, including any vested Company contributions in lieu of defined benefit pension plan participation, as described above under "Voluntary Termination of Employment and Termination of Employment with Cause."

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## **Disability**

In the event of his disability, which is defined as the inability to perform the duties of his current job as a result of disease or injury, a Named Executive Officer would be entitled to the following benefits:

*Compensation and Benefits.* The Named Executive Officer would be entitled to continuation of his full or partial salary (depending on years of service) for a period of six months, as short-term disability benefits, after which he would receive either 50% or 60% of his salary, depending on his benefit election (with a monthly maximum of \$20,000), under the long-term disability program. After 1½ years on long-term disability benefits, continued eligibility would be based on the inability to perform any job for which he is qualified by education, training or experience. Medical, dental, vision and life insurance benefits would continue during the period he is receiving long-term disability benefits as if he were still employed.

*Incentive Plan Payments and Equity Awards.* The Named Executive Officer would be entitled to a *pro rata* portion of the annual bonus, and *pro rata* participation in any existing three-year cash performance plans, based on the portion of the year or the performance period during which he was employed or on short-term disability. He would also be entitled to full vesting of restricted shares and performance shares at the end of the restricted or performance period for each grant, on the same basis and to the same extent as if the Named Executive Officer had been employed for the entire period. Outstanding stock options would continue to be exercisable as provided in their grant terms.

*Savings Plan Distributions.* A Named Executive Officer would be entitled to distributions under the savings plans, as described above under "Voluntary Termination of Employment or Termination of Employment with Cause."

## **Potential Payments**

Assuming termination for the stated reasons on the last day of fiscal year 2008, and giving effect to the agreements and plan provisions described above, the Named Executive Officers would receive the following estimated payments and benefits under the agreements and plans described above. Amounts attributable to savings plan distributions, life and disability insurance, and health and welfare benefits in the event of death and disability are not included in the tables below because they are available to the Named Executive Officers on the same basis as other salaried employees.

**Vesting of**

<b>Charles G. McClure, Jr.</b>	<b>Severance Pay<sup>1</sup></b>	<b>Pension Enhancement</b>	<b>Annual Bonus<sup>2</sup></b>	<b>Long-Term Incentive Payout</b>	<b>Restricted Shares, Options and Performance Shares</b>	<b>Health and Welfare Benefits</b>	<b>Outplacement Services</b>	<b>Gross-up of Excise Taxes</b>	<b>Total</b>
Voluntary Termination or Termination with Cause	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Termination without Cause	2,300,000	1,112,341	2,300,000	3,000,000 <sup>3</sup>	7,133,351 <sup>4</sup>	23,576	0	0	12,773,268
Termination Upon Change of Control	2,300,000	1,112,341	2,300,000	7,500,000 <sup>5</sup>	8,531,993 <sup>6</sup>	23,576	0	0	19,768,910
Retirement	NA	NA	NA	NA	NA	NA	NA	NA	NA
Death	0	0	1,150,000	3,000,000 <sup>3</sup>	7,388,913 <sup>4</sup>	0	0	0	11,538,913
Disability	0	0	1,150,000	3,500,000 <sup>3</sup>	7,388,913 <sup>4</sup>	0	0	0	12,038,913

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<b>Jeffrey A. Craig</b>	<b>Severance Pay<sup>1</sup></b>	<b>Pension Enhancement</b>	<b>Annual Bonus<sup>2</sup></b>	<b>Long-Term Incentive Payout</b>	<b>Vesting of Restricted Shares, Options and Performance Shares</b>	<b>Health and Welfare Benefits</b>	<b>Outplacement Services</b>	<b>Gross-up of Excise Taxes</b>	<b>Total</b>
Voluntary Termination or Termination with Cause	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Termination without Cause	856,000	0	235,400	375,000 <sup>3</sup>	939,305 <sup>4</sup>	23,576	0	0	2,429,281
Termination Upon Change of Control	856,000	0	235,400	960,000 <sup>5</sup>	1,310,680 <sup>6</sup>	23,576	0	0	3,385,656
Retirement	NA	NA	NA	NA	NA	NA	NA	NA	NA
Death	0	0	235,400	375,000 <sup>3</sup>	1,185,220 <sup>4</sup>	0	0	0	1,795,607
Disability	0	0	235,400	452,500 <sup>3</sup>	1,185,220 <sup>4</sup>	0	0	0	1,873,120

<b>Vernon G. Baker, II</b>	<b>Severance Pay<sup>1</sup></b>	<b>Pension Enhancement</b>	<b>Annual Bonus<sup>2</sup></b>	<b>Long-Term Incentive Payout</b>	<b>Vesting of Restricted Shares, Options and Performance Shares</b>	<b>Health and Welfare Benefits</b>	<b>Outplacement Services</b>	<b>Gross-up of Excise Taxes</b>	<b>Total</b>
Voluntary Termination or Termination with Cause	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Termination without Cause	1,000,000	0	275,000	600,000 <sup>3</sup>	945,174 <sup>4</sup>	23,576	10,000	0	2,844,750
Termination Upon Change of Control	1,000,000	0	275,000	1,500,000 <sup>5</sup>	1,581,409 <sup>6</sup>	23,576	10,000	0	4,380,485
Retirement	0	0	275,000	900,000 <sup>3</sup>	916,639 <sup>4</sup>	117,880	0	0	2,209,529
Death	0	0	275,000	600,000 <sup>3</sup>	1,358,369 <sup>4</sup>	0	0	0	2,233,369
Disability	0	0	275,000	700,000 <sup>3</sup>	1,358,369 <sup>4</sup>	0	0	0	2,333,369

Vesting of

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	Severance Pay <sup>1</sup>	Pension Enhancement	Annual Bonus <sup>2</sup>	Long-Term Incentive Payout	Restricted Shares, Options and Performance Shares	Health and Welfare Benefits	Outplacement Services	Gross-up of Excise Taxes	Total
<b>Philip R. Martens</b>									
Voluntary Termination or Termination with Cause	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Termination without Cause	1,200,000	0	390,000	850,000 <sup>3</sup>	1,390,473 <sup>4</sup>	23,576	0	0	3,914,049
Termination Upon Change of Control	1,200,000	0	390,000	2,050,000 <sup>5</sup>	1,710,103 <sup>6</sup>	23,576	0	0	5,373,680
Retirement	NA	NA	NA	NA	NA	NA	NA	NA	NA
Death	0	0	390,000	850,000 <sup>3</sup>	1,710,103 <sup>4</sup>	0	0	0	2,950,103
Disability	0	0	390,000	1,016,667 <sup>3</sup>	1,710,103 <sup>4</sup>	0	0	0	3,116,870

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	Severance Pay <sup>1</sup>	Pension Enhancement	Annual Bonus <sup>2</sup>	Long-Term Incentive Payout	Vesting of Restricted Shares, Options and Performance Shares	Health and Welfare Benefits	Outplacement Services	Gross-up of Excise Taxes	Total
<b>Carsten J. Reinhardt</b>									
Voluntary Termination or Termination with Cause	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Termination without Cause	1,100,000	0	357,500	850,000 <sup>3</sup>	1,170,040 <sup>4</sup>	23,576	0	0	3,450,516
Termination Upon Change of Control	1,100,000	0	357,500	2,050,000 <sup>5</sup>	1,489,670 <sup>6</sup>	23,576	0	0	4,920,752
Retirement	NA	NA	NA	NA	NA	NA	NA	NA	NA
Death	0	0	357,500	850,000 <sup>3</sup>	1,489,670 <sup>4</sup>	0	0	0	2,697,170
Disability	0	0	357,500	1,016,667 <sup>3</sup>	1,489,670 <sup>4</sup>	0	0	0	2,863,837

	Severance Pay <sup>1</sup>	Pension Enhancement	Annual Bonus <sup>2</sup>	Long-Term Incentive Payout	Vesting of Restricted Shares, Options and Performance Shares	Health and Welfare Benefits	Outplacement Services	Gross-up of Excise Taxes	Total
<b>James D. Donlon, III</b>									
Voluntary Termination or Termination with Cause	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Termination without Cause	1,407,600	0	457,470	1,000,000 <sup>3</sup>	1,674,096 <sup>4</sup>	0	0	0	4,539,166
Termination Upon Change of Control	1,407,600	0	457,470	2,500,000 <sup>5</sup>	2,136,446 <sup>6</sup>	0	0	0	6,501,514
Retirement	0	0	457,470	1,500,000 <sup>3</sup>	1,019,098 <sup>4</sup>	0	0	0	2,976,568
Death	0	0	457,470	1,000,000 <sup>3</sup>	1,760,064 <sup>4</sup>	0	0	0	3,217,534
Disability	0	0	457,470	1,166,667 <sup>3</sup>	1,760,064 <sup>4</sup>	0	0	0	3,384,201

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Based on annual salary as of September 30, 2008.

2 Based on the target award of annual incentive compensation for fiscal year 2008, except in the case of Termination without Cause and Termination upon Change of Control for Mr. McClure, which are based on two times the amount of target award pursuant to the terms of his employment letter. The actual amount of annual incentive compensation paid for fiscal year 2008 is set forth in the *Summary Compensation Table* elsewhere in this proxy statement.

3 Based on target awards and an assumed stock price multiplier of 1 for the cash performance plans with three-year performance cycles ending September 30, 2008, 2009 and 2010. The actual amount paid for the cash performance plan with the three-year performance cycle ended September 30, 2008 is set forth in the *Summary Compensation Table* elsewhere in this proxy statement.

4 Based, as applicable, on (a) the number of unvested restricted shares granted plus any additional shares purchased with reinvested dividends through September 30, 2008, (b) the number of unvested options at September 30, 2008 and (c) target awards of performance shares for the three-year performance periods ending September 30, 2008 and 2009, in each case multiplied by the NYSE Closing Price on September 26, 2008 (\$13.94), the last trading day in fiscal year 2008. The actual amount of performance shares awarded for the three-year performance cycle ended September 30, 2008 is set forth under *Options Exercised and Stock Vested* elsewhere in this proxy statement. Performance shares were not awarded for the three year performance period ending September 30, 2010. In addition, in the case of retirement for Messrs. Baker and Donlon, the number of unvested restricted shares does not include those granted within less than a year.

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5 Based on (a) payout at 300% of cash targets, multiplied by an assumed stock price multiplier of 1 for the three-year performance period ending September 30, 2008; and (b) 100% of cash targets, multiplied by an assumed stock price multiplier of 1 for the three-year performance periods ending September 30, 2009 and 2010, respectively.

6 Based on (a) the number of unvested restricted shares granted plus additional restricted shares purchased with reinvested dividends through September 30, 2008; (b) 200% of the target award number of performance shares granted for the performance period ending September 30, 2008; and (c) 100% of the target award number of performance shares granted for the performance period ending September 30, 2009, in each case multiplied by the NYSE Closing Price on September 26, 2008 (\$13.94), the last trading day in fiscal year 2008.

#### **AUDIT COMMITTEE REPORT**

The Audit Committee, in accordance with its written charter, assists the Board in fulfilling its responsibility for monitoring the integrity of the accounting, auditing and financial reporting practices of ArvinMeritor. The Audit Committee's function is more fully described in its charter, which is available in the section headed "Investors" Corporate Governance on the ArvinMeritor website ([www.arvinmeritor.com](http://www.arvinmeritor.com)).

Management is responsible for the financial reporting process, including the system of internal controls and disclosure controls, and for the preparation of consolidated financial statements in accordance with accounting principles generally accepted in the United States ("GAAP"). The independent auditors are responsible for auditing

these financial statements and expressing an opinion as to their conformity to GAAP. The Audit Committee's responsibility is to monitor and review these processes, acting in an oversight capacity. The Audit Committee does not certify the financial statements or guarantee the independent auditor's report. The Audit Committee relies, without independent verification, on the information provided to it, the representations made by management and the independent auditors and the report of the independent auditors.

The Audit Committee has reviewed and discussed the audited financial statements of the Company for the fiscal year ended September 30, 2008 with the Company's management and with Deloitte & Touche LLP (Deloitte), independent auditors. The Audit Committee has also reviewed and discussed written communications from both management and Deloitte regarding internal controls over financial reporting, as required by the Public Company Accounting Oversight Board's Auditing Standard No. 5, "An Audit of Internal Control over Financial Reporting That is Integrated with an Audit of Financial Statements," and applicable Securities and Exchange Commission rules.

The discussions with Deloitte also included the matters required to be discussed by Statement on Auditing Standards Standard No. 61, as amended, "Communication with Audit Committees." In addition, Deloitte has provided the Audit Committee with the written disclosures and the letter required by applicable requirements of the Public Company Accounting Oversight Board regarding Deloitte's communications with the Audit Committee concerning independence and the Audit Committee has discussed with Deloitte their independence.

Based on the foregoing reviews and discussions, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in ArvinMeritor's Annual Report on Form 10-K for the fiscal year ended September 30, 2008, filed with the Securities and Exchange Commission.

Audit Committee

Steven G. Rothmeier, *Chairman*  
 David W. Devonshire  
 Ivor J. Evans  
 Victoria B. Jackson

**INDEPENDENT ACCOUNTANTS' FEES**

During the last two fiscal years, Deloitte & Touche LLP billed ArvinMeritor and its subsidiaries the following fees for its services:

	Fiscal Year Ending September 30,	
	2007	2008
Audit fees <sup>(a)</sup>	\$ 7,341,000	\$ 7,818,000
Audit-related fees <sup>(b)</sup>	294,000	2,099,000
Tax fees <sup>(c)</sup>	1,949,000	5,022,000
All other fees	100,000	100,000
TOTAL	\$ 9,684,000	\$ 15,039,000

(a) Includes fees related to compliance with Section 404 of the Sarbanes-Oxley Act of 2002.

(b) Includes fees for carve-out audit and related services in connection with proposed spin-off transaction, employee benefit plan audits and due diligence services.

(c) Includes fees for tax consulting and compliance.

Pursuant to its charter, the Audit Committee is responsible for selection, approving compensation and overseeing the independence, qualifications and performance of the independent accountants. The Audit Committee's policy is to pre-approve all audit and permissible non-audit services provided by the independent accountants. Pre-approval is generally provided for up to one year, is detailed as to the particular service or category of services and is generally subject to a specific budget. The Audit Committee may also pre-approve particular services on a case-by-case basis. In assessing requests for services by the independent accountants, the Audit Committee considers whether such services are consistent with the auditor's independence; whether the independent accountants are likely to provide the most effective and efficient service based upon their familiarity with the Company; and whether the service could enhance the Company's ability to manage or control risk or improve audit quality.

All of the audit-related, tax and other services provided by Deloitte in fiscal years 2007 and 2008 (described in the footnotes to the table above) and related fees were approved in advance by the Audit Committee.

### **PROPOSAL TO APPROVE THE SELECTION OF AUDITORS**

The Audit Committee of the Board of Directors of ArvinMeritor has selected the firm of Deloitte & Touche LLP as the auditors of the Company, subject to the approval of the shareowners. Deloitte & Touche LLP have acted as auditors for ArvinMeritor since the merger and acted as auditors for Meritor from its inception.

Before the Audit Committee appointed Deloitte & Touche LLP, it carefully considered the qualifications of that firm, including its performance for ArvinMeritor and its reputation for integrity and for competence in the fields of accounting and auditing. Representatives of Deloitte & Touche LLP are expected to attend the 2009 Annual Meeting to respond to appropriate questions and to make a statement if they desire to do so.

**The Board of Directors recommends that you vote FOR the proposal to approve the selection of Deloitte & Touche LLP to act as auditors for ArvinMeritor, which is presented as item (2).**

### **VOTE REQUIRED**

The presence, in person or by proxy, of the holders of at least a majority of the shares of ArvinMeritor Common Stock issued and outstanding on the record date set for the 2009 Annual Meeting is necessary to have a quorum at the meeting. Assuming a quorum is present, the vote required for approval of each proposal is as follows:

- *Election of Directors*  The three nominees who receive the greatest number of votes for election as Class III directors cast by the holders of ArvinMeritor Common Stock entitled to vote at the meeting will become directors at the conclusion of the tabulation of votes. Under the Company's majority

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vote policy (as described above under the heading *Corporate Governance at ArvinMeritor*  *Board Composition*), any nominee for director who is elected but who receives a greater number of withheld votes than for votes in an uncontested election is required to tender his or her resignation after the certification of the shareholder vote. The Corporate Governance and Nominating Committee considers the matter and recommends to the Board what action should be taken. The Board is required to take action and publicly disclose the decision and its underlying rationale within 90 days of certification of the shareholder vote.

- *Selection of Auditors*  To approve the selection of auditors, more votes must be cast in favor of the proposal than are cast against it.

Under Indiana law and our Restated Articles of Incorporation and By-Laws, the aggregate number of votes cast for and against by all shareowners present in person or represented by proxy at the meeting will be counted for purposes of determining the minimum number of affirmative votes required for approval of the selection of auditors and the total number of votes cast for such matters will be counted for purposes of determining whether sufficient affirmative votes have been cast. The shares of a shareowner who abstains from voting on a matter or

whose shares are not voted by reason of a broker non-vote on a particular matter will be counted for purposes of determining whether a quorum is present at the meeting so long as the shareowner is present in person or represented by proxy. An abstention from voting or a broker non-vote on a matter by a shareowner present in person or represented by proxy at the meeting has no effect in the election of directors or approval of the selection of auditors (assuming a quorum is present).

#### **OTHER MATTERS**

The Board of Directors does not know of any other matters that may be presented at the meeting. In the event of a vote on any matters other than those referred to in items (1) and (2) of the accompanying Notice of 2009 Annual Meeting of Shareowners, it is intended that properly given proxies will be voted on the additional matters in accordance with the judgment of the person or persons voting such proxies.

#### **SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Exchange Act requires our officers and directors, and persons who own more than ten percent of a registered class of ArvinMeritor equity securities, to file reports of ownership and changes in ownership on Forms 3, 4 and 5 with the SEC and the New York Stock Exchange. Officers, directors and greater than ten percent shareowners are required by SEC regulation to furnish us with copies of all Forms 3, 4 and 5 they file.

Based solely on our review of the copies of such forms we have received and information and representations furnished by our officers and directors, we believe that all our officers, directors and greater than ten percent beneficial owners have filed with the SEC on a timely basis all required forms with respect to transactions in ArvinMeritor securities in fiscal year 2008.

#### **ANNUAL REPORTS**

Our Annual Report to Shareowners, including the Annual Report on Form 10-K and financial statements, for the fiscal year ended September 30, 2008, was either made available electronically or mailed to shareowners with this proxy statement.

#### **EXPENSES OF SOLICITATION**

The cost of the solicitation of proxies will be borne by ArvinMeritor. In addition to the use of the mails and use of a website to make proxy materials available electronically, proxies may be solicited personally, or by telephone, telegraph, telecopy, Internet or other means of communication by our directors, officers and employees without additional compensation. We will also reimburse brokers and other persons holding stock in their names, or in the names of nominees, for their expenses of resending proxy materials to principals and obtaining their proxies.

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#### **SHAREOWNER PROPOSALS FOR 2010 ANNUAL MEETING**

Under the rules and regulations of the SEC, shareowner proposals for the 2010 Annual Meeting of Shareowners must be received on or before August 17, 2009, at the Office of the Secretary at our headquarters, 2135 West Maple Road, Troy, Michigan 48084-7186, in order to be eligible for inclusion in our proxy materials. In addition, our By-Laws require a shareowner desiring to propose any matter for consideration at the 2010 Annual Meeting of Shareowners, other than through inclusion in our proxy materials, to notify our Secretary in writing at the above address on or after October 2, 2009 and on or before November 2, 2009.

#### **COMMUNICATIONS WITH THE BOARD OF DIRECTORS**

We have established procedures for shareowners and other interested parties to communicate directly with non-management members of the Board of Directors on a confidential basis. You can contact the Board by mail at: ArvinMeritor Board of Directors, 330 East Maple Road, PMB 335, Birmingham, MI 48009. All communications

made by this means will be received directly by the Chair of the Corporate Governance and Nominating Committee and will not be screened or reviewed by any ArvinMeritor personnel.

If you have concerns involving internal controls, accounting or auditing, you can contact the Audit Committee directly, on a confidential basis, by mail at: ArvinMeritor Audit Committee, 330 East Maple Road, PMB 407, Birmingham, MI 48009. All communications made by these means will be received directly by the Chair of the Audit Committee and will not be screened or reviewed by any ArvinMeritor personnel.

### **FORWARD LOOKING STATEMENTS**

This proxy statement contains statements and estimates relating to future compensation of the Named Executive Officers that are [forward-looking statements] as defined in the Private Securities Litigation Reform Act of 1995. Actual compensation may differ materially from that projected as a result of certain facts and uncertainties, including but not limited to timing of and reason for termination of employment; compensation levels and outstanding equity and incentive awards at the time of termination; and age and length of service at the time of termination; as well as other facts and uncertainties, including but not limited to those detailed herein and from time to time in other filings of the company with the SEC. These forward-looking statements are made only as of the date hereof, and the company undertakes no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise, except as otherwise required by law.

December 15, 2008

If your ArvinMeritor shares are registered in your name and you plan to attend the Annual Meeting of Shareowners to be held in Troy, Michigan on January 30, 2009, please be sure to request an admittance card by:

- indicating your desire to attend the meeting when you grant your proxy via our Internet or telephone voting procedures; or
- marking the appropriate box on the proxy card and mailing the card using the enclosed envelope; or
- writing to us at the following address:

ArvinMeritor, Inc.  
2135 West Maple Road  
Troy, Michigan 48084  
Attention: Secretary

If your shares are not registered in your own name and you would like to attend the meeting, please bring evidence of your ArvinMeritor share ownership with you to the meeting. You should be able to obtain evidence of your ArvinMeritor share ownership from the broker, trustee, bank or other nominee who holds your shares on your behalf.

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**ARVINMERITOR, INC.**  
**2135 W. MAPLE ROAD**  
**TROY, MI 48084**

**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.



**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

**TO REQUEST PAPER COPIES OF PROXY MATERIALS: If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before January 16, 2009 to facilitate timely delivery.**

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS: ARVIN1 KEEP THIS PORTION F  
DETACH AND RETURN T

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

ARVINMERITOR, INC.

For Withhold For All  
All All Except

The Board of Directors recommends a \_\_\_\_\_  
vote "FOR" each of the nominees for o o o  
director and "FOR" proposal 2.

**Vote on Directors**

**Proposal 1** - The election of directors - nominees for a term  
expiring in 2012:

**Nominees:**

- 01) David W. Devonshire
- 02) Victoria B. Jackson
- 03) James E. Marley

To withhold authority to vote for any individual nominee(s), mark For All  
Except and write the number(s) of the nominee(s) on the line below.

**For Against Abstain**

**Vote on Proposals**

<b>Proposal 2 -</b>	Approval of the selection of Deloitte & Touche LLP as auditors of the Company.	o	o	o
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For address changes and/or comments, please check this box and write them on the back where indicated.

Please indicate if you plan to attend this meeting.        

**Yes No**

Signature  
[PLEASE  
SIGN      Date  
WITHIN  
BOX]

Signature  
(Joint      Date  
Owners)

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ARVINMERITOR, INC. ANNUAL MEETING OF SHAREOWNERS TO BE HELD ON JANUARY 30, 2009**

The Annual Meeting of Shareowners will be held on Friday, January 30, 2009, at 9:00 a.m., at ArvinMeritor's headquarters, 2135 West Maple Road, Troy, MI 48084.

Under new Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request printed copies. The items to be voted on are provided on the reverse side of this notice.

**This communication presents only a brief overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.**

**Important Notice Regarding Internet Availability of Proxy Materials for the Annual Meeting:**  
The Notice and Proxy Statement and Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com).

**ARVINMERITOR, INC.**

**PROXY CARD SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

**DIRECTION CARD TO T. ROWE PRICE TRUST COMPANY, DIRECTED TRUSTEE**

The undersigned hereby appoints Rhonda L. Brooks, Victoria B. Jackson, and Charles G. McClure, Jr., jointly and severally, proxies, with full power of substitution, to vote shares of common stock of the Company owned of record by the undersigned and which the undersigned is entitled to vote, at the Annual Meeting of Shareowners to be held at ArvinMeritor's World Headquarters, 2135 West Maple Road, Troy, Michigan 48084, on January 30, 2009, or any adjournment thereof, as specified on the reverse side of this card, and to vote in accordance with their discretion on

such other matters as may properly come before the meeting.

The undersigned also provides directions to T. Rowe Price Trust Company, Directed Trustee, to vote shares of common stock of the Company allocated, respectively, to accounts of the undersigned under the ArvinMeritor, Inc. Savings Plan and the ArvinMeritor, Inc. Employees Savings Plan, and which are entitled to be voted, at the aforesaid Annual Meeting or any adjournment thereof, as specified on the reverse side of this card.

**Where a vote is not specified:**

- **The proxies will vote all such shares owned of record FOR the election of directors and FOR proposal (2) and will vote as they deem proper on such other matters as may properly come before the meeting; and**
- **T. Rowe Price Trust Company, as Directed Trustee, will vote all such shares allocated to the ArvinMeritor Savings Plan and Employee Savings Plan accounts of the undersigned on proposals (1) and (2) in the same manner and proportion as shares for which voting instructions are received.**

**Address Changes/Comments:**

(If you noted any Address Changes/Comments above, please mark corresponding box on the reverse side.)

**Mark, Sign, Date and Return the Proxy Card Promptly Using the Enclosed Envelope**

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