

MERITOR INC

Form 4

November 04, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Craig Jeffrey A

(Last) (First) (Middle)

C/O MERITOR, INC., 2135 WEST
MAPLE ROAD

(Street)

TROY, MI 48084-7186

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MERITOR INC [MTOR]

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

11/02/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

CEO & President

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock			Code V	Amount (D)	Price	301,145	D

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

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information contained in this form are not
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Share Units	\$ 0	11/02/2016		A		181,869		<u>(1)</u>	<u>(1)</u>	Common Stock	181,869
Restricted Share Units	\$ 0	11/02/2016		A		139,900		<u>(2)</u>	<u>(2)</u>	Common Stock	139,900
Restricted Share Units	\$ 0							<u>(3)</u>	<u>(3)</u>	Common Stock	133,206
Restricted Share Units	\$ 0							<u>(4)</u>	<u>(4)</u>	Common Stock	36,222
Restricted Share Units	\$ 0							<u>(5)</u>	<u>(5)</u>	Common Stock	39,301

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Craig Jeffrey A C/O MERITOR, INC. 2135 WEST MAPLE ROAD TROY, MI 48084-7186	X		CEO & President	

Signatures

/s/ Jeffrey A. Craig, By: April Miller Boise,
Attorney-in-fact 11/04/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

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

(1) Acquisition of Restricted Share Units ("RSUs") as equity compensation following satisfaction of the performance criteria applicable thereto. Each RSU represents the right to receive one share of common stock of Meritor, Inc. (the "Company") or its cash equivalent upon the vesting date, which occurs at the earlier of December 1, 2016 or upon termination of employment with the Company under certain circumstances.

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- Acquisition of RSUs as equity compensation following satisfaction of the performance criteria applicable thereto. Each RSU represents
- (2) the right to receive one share of common stock of the Company or its cash equivalent and they will vest in equal one-third installments on December 1, 2016, 2017 and 2018 or may vest earlier upon termination of employment with the Company under certain circumstances.

- The date of grant of the RSUs was December 1, 2015. Each RSU represents the right to receive one share of common stock of the
- (3) Company or its cash equivalent upon the vesting date, which occurs at the earlier of three years from the date of grant or upon termination of employment with the Company under certain circumstances.

- (4) The date of grant of the RSUs was August 1, 2015. Each RSU represents the right to receive one share of common stock of the Company or its cash equivalent upon the vesting date, subject to the terms and conditions described in footnote 3 above.

- (5) The date of grant of the RSUs was December 1, 2014. Each RSU represents the right to receive one share of common stock of the Company or its cash equivalent upon the vesting date, subject to the terms and conditions described in footnote 3 above.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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