

MERITOR INC

Form 4

December 05, 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  
Number: 3235-0287  
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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)

12/01/2016

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 &amp; 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	12/01/2016		M	181,869	A \$ 0	483,014 <sup>(1)</sup>	D
Common Stock	12/01/2016		M	46,632	A \$ 0	529,646 <sup>(2)</sup>	D
Common Stock	12/02/2016		S <sup>(3)</sup>	108,780	D \$ 12.4445 <sup>(4)</sup>	420,866	D

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Share
Restricted Share Units	\$ 0	12/01/2016		A		112,764		(5)	(5)	Common Stock	112,764
Restricted Share Units	\$ 0	12/01/2016		M		181,869		(1)	(1)	Common Stock	181,869
Restricted Share Units	\$ 0	12/01/2016		M		46,632		(2)	(2)	Common Stock	139,264
Restricted Share Units	\$ 0							(7)	(7)	Common Stock	133,000
Restricted Share Units	\$ 0							(8)	(8)	Common Stock	36,000
Restricted Share Units	\$ 0							(9)	(9)	Common Stock	39,000

## 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

12/05/2016

\_\_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) Reflects vesting on December 1, 2016 of 181,869 Restricted Share Units ("RSUs").
- (2) Reflects vesting on December 1, 2016 of 46,632 RSUs.
- (3) The sales reported in this Form 4 were effected to cover tax withholding obligations upon vesting of 228,501 RSUs.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$12.23 to \$12.70, inclusive. The reporting person undertakes to provide to Meritor, Inc. (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (5) Acquisition of RSUs as equity compensation. The date of grant of the RSUs was December 1, 2016. Each RSU represents the right to receive one share of common stock of the 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.
- (6) The date of the acquisition of the RSUs was November 2, 2016 following satisfaction of the performance criteria applicable thereto. Each RSU represents the right to receive one share of common stock of the Company or its cash equivalent and they will vest in equal one-half installments on December 1, 2017 and 2018 or may vest earlier upon termination of employment with the Company under certain circumstances.
- (7) 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 Company or its cash equivalent upon the vesting date, subject to the terms and conditions described in footnote 5 above.
- (8) 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 5 above.
- (9) 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 5 above.

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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