

Nowlan Kevin  
Form 4  
December 05, 2017

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Nowlan Kevin

(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)

12/01/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

SVP &amp; CFO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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	12/01/2017		M	23,287 A	\$ 0 96,143 <sup>(1)</sup>	D	
Common Stock	12/01/2017		M	15,284 A	\$ 0 111,427 <sup>(1)</sup>	D	
Common Stock	12/04/2017		S <sup>(2)</sup>	17,977 D	\$ 24.635 <sup>(3)</sup> 93,450	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 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	12/01/2017		M			23,287	<u>(1)</u>	<u>(1)</u>	Common Stock	23,287
Restricted Share Units	\$ 0	12/01/2017		M			15,284	<u>(1)</u>	<u>(1)</u>	Common Stock	15,284
Restricted Share Units	\$ 0	12/01/2017		A			15,570	<u>(4)</u>	<u>(4)</u>	Common Stock	15,570
Restricted Share Units	\$ 0							<u>(5)</u>	<u>(5)</u>	Common Stock	30,227
Restricted Share Units	\$ 0							<u>(6)</u>	<u>(6)</u>	Common Stock	32,350

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nowlan Kevin C/O MERITOR, INC. 2135 WEST MAPLE ROAD TROY, MI 48084-7186			SVP & CFO	

## Signatures

/s/ Kevin Nowlan, By: April Miller Boise,  
Attorney-in-fact

12/05/2017

                     \*\*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 of Restricted Share Units ("RSUs") on December 1, 2017.
- (2) The sales reported in this Form 4 were effected to cover tax withholding obligations upon vesting of RSUs.  
  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$24.28 to \$25.24, 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.
- (3) Acquisition of RSUs as equity compensation. The date of grant of the RSUs was December 1, 2017. 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.
- (4) 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.
- (5) 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, 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)

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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