

Nowlan Kevin
Form 4
December 04, 2018

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

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(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)

12/01/2018

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 below) ____ Other (specify below)

SVP & Pres., T&C and 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	12/01/2018		M	9,705 A	\$ 0 53,155 ⁽¹⁾	D	
Common Stock	12/01/2018		M	87,345 A	\$ 0 140,500 ⁽¹⁾	D	
Common Stock	12/01/2018		M	32,350 A	\$ 0 172,850 ⁽¹⁾	D	
Common Stock	12/03/2018		S ⁽²⁾	58,035 D	\$ 16.0941 ⁽³⁾ 114,815	D	

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

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(9-02)

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	12/01/2018		M			9,705	<u>(1)</u>	<u>(1)</u>	Common Stock	9,705
Restricted Share Units	\$ 0	12/01/2018		M			87,345	<u>(1)</u>	<u>(1)</u>	Common Stock	87,345
Restricted Share Units	\$ 0	12/01/2018		M			32,350	<u>(1)</u>	<u>(1)</u>	Common Stock	32,350
Restricted Share Units	\$ 0	12/01/2018		A		26,666		<u>(4)</u>	<u>(4)</u>	Common Stock	26,666
Restricted Share Units	\$ 0							<u>(5)</u>	<u>(5)</u>	Common Stock	2,626
Restricted Share Units	\$ 0							<u>(6)</u>	<u>(6)</u>	Common Stock	15,570
Restricted Share Units	\$ 0							<u>(7)</u>	<u>(7)</u>	Common Stock	30,227

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Nowlan Kevin C/O MERITOR, INC. 2135 WEST MAPLE ROAD	SVP & Pres., T&C and CFO

TROY, MI 48084-7186

Signatures

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

12/04/2018

__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, 2018.
- (2) The sales reported in this Form 4 were effected to cover tax withholding obligations upon vesting of RSUs.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$15.67 to \$16.98, 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.
- (4) Acquisition of RSUs as equity compensation. The date of grant of the RSUs was December 1, 2018. 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 April 1, 2018. 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 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.
- (7) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.