

Villavarayan Chris
 Form 4
 December 04, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Villavarayan Chris

(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
 Officer (give title below) _____ Other (specify below)
 SVP & Pres., Global Truck

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Common Stock | 12/01/2018 | | M | | 3,140 A \$ 0 | 22,094 ⁽¹⁾ | D |
| Common Stock | 12/01/2018 | | M | | 28,258 A \$ 0 | 50,352 ⁽¹⁾ | D |
| Common Stock | 12/01/2018 | | M | | 10,466 A \$ 0 | 60,818 ⁽¹⁾ | D |
| Common Stock | 12/03/2018 | | S ⁽²⁾ | | 18,815 D \$ 16.07 ⁽³⁾ | 42,003 | D |
| Common Stock | | | | | | 4,522 ⁽⁴⁾ | I Meritor Savings |

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 Security (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 | 3,140 | (1) (1) | Common Stock 3,140 |
| Restricted Share Units | \$ 0 | 12/01/2018 | | M | 28,258 | (1) (1) | Common Stock 28,258 |
| Restricted Share Units | \$ 0 | 12/01/2018 | | M | 10,466 | (1) (1) | Common Stock 10,466 |
| Restricted Share Units | \$ 0 | 12/01/2018 | | A | 26,666 | (5) (5) | Common Stock 26,666 |
| Restricted Share Units | \$ 0 | | | | | (6) (6) | Common Stock 3,670 |
| Restricted Share Units | \$ 0 | | | | | (7) (7) | Common Stock 33,000 |
| Restricted Share Units | \$ 0 | | | | | (8) (8) | Common Stock 1,410 |
| Restricted Share Units | \$ 0 | | | | | (9) (9) | Common Stock 12,900 |
| Restricted Share Units | \$ 0 | | | | | (10) (10) | Common Stock 24,200 |
| Restricted Share Units | \$ 0 | | | | | (11) (11) | Common Stock 12,200 |
| Common Stock Share Equivalents | \$ 0 | | | | | (12) (12) | Common Stock 3,450 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Villavarayan Chris C/O MERITOR, INC. 2135 WEST MAPLE ROAD TROY, MI 48084-7186 | | | SVP & Pres., Global Truck | |

Signatures

/s/ Chris Villavarayan, 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 \$15.66 to \$17.08, 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) Shares purchased periodically and held in Company common stock funds in an employee benefit trust fund established under the Meritor, Inc. Savings Plan, based on information furnished by the plan administrator as of December 1, 2018.
- (5) 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.
- (6) The date of the acquisition of the RSUs was November 1, 2018 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 upon the vesting date, which occurs at the earlier of May 1, 2019 or upon termination of employment with the Company under certain circumstances.
- (7) The date of the acquisition of the RSUs was September 26, 2018 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 upon the vesting date, which occurs at the earlier of May 1, 2019 or upon termination of employment with the Company under certain circumstances.
- (8) The date of grant of the RSUs was February 2, 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.
- (9) 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.
- (10) 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.
- (11) The date of grant of the RSUs was May 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.

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- (12) Between November 1, 2018 and December 1, 2018, the reporting person acquired 98 share equivalents related to Company common stock held under the Meritor, Inc. Supplemental Savings Plan, based on information furnished by the plan administrator as of December 1, 2018.

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.