

Villavarayan Chris
Form 4
May 03, 2019

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 *
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)

05/01/2019

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 & Pres., Global Truck

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 05/01/2019 | | M | | 12,235 | A | \$ 0 | 12,235 ⁽¹⁾ | D |
| Common Stock | 05/01/2019 | | M | | 3,671 | A | \$ 0 | 15,906 ⁽¹⁾ | D |
| Common Stock | 05/01/2019 | | M | | 33,033 | A | \$ 0 | 48,939 ⁽¹⁾ | D |
| Common Stock | 05/02/2019 | | S ⁽²⁾ | | 21,723 | D | \$ 23.2069 ⁽³⁾ | 27,216 | D |
| Common Stock | | | | | | | | 4,876 ⁽⁴⁾ | I |
| | | | | | | | | | Meritor Savings |

Plan

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 | 05/01/2019 | | M | | 12,235 | | (1) | (1) | Common Stock | 12,235 |
| Restricted Share Units | \$ 0 | 05/01/2019 | | M | | 3,671 | | (1) | (1) | Common Stock | 3,671 |
| Restricted Share Units | \$ 0 | 05/01/2019 | | M | | 33,033 | | (1) | (1) | Common Stock | 33,033 |
| Restricted Share Units | \$ 0 | | | | | | | (5) | (5) | Common Stock | 26,666 |
| Restricted Share Units | \$ 0 | | | | | | | (6) | (6) | Common Stock | 1,417 |
| Restricted Share Units | \$ 0 | | | | | | | (7) | (7) | Common Stock | 12,908 |
| Restricted Share Units | \$ 0 | | | | | | | (8) | (8) | Common Stock | 24,276 |
| Common Stock Share Equivalents | \$ 0 | | | | | | | (9) | (9) | Common Stock | 5,289 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|----------------------------------|
| | Director 10% Owner Officer Other |
| | SVP & Pres., Global Truck |

Villavarayan Chris
C/O MERITOR, INC.
2135 WEST MAPLE ROAD
TROY, MI 48084-7186

Signatures

/s/ Chris Villavarayan, By: April Miller Boise,
Attorney-in-fact

05/02/2019

__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 May 1, 2019.
- (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 \$22.80 to \$23.66, 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) Between February 15, 2019 and May 1, 2019, the reporting person acquired 257 shares of common stock of the Company under the Meritor, Inc. Savings Plan, based on information furnished by the plan administrator as of May 1, 2019.
- (5) 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 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.
- (7) 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.
- (8) 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.
- (9) Between December 1, 2018 and May 1, 2019, the reporting person acquired 1,830 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 May 1, 2019.

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.