

Nowlan Kevin
 Form 4
 December 05, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(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
 Officer (give title below) _____ Other (specify below)
 SVP & CFO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 12/01/2017 | | M | | 23,287 A \$ 0 | 96,143 ⁽¹⁾ | D |
| Common Stock | 12/01/2017 | | M | | 15,284 A \$ 0 | 111,427 ⁽¹⁾ | D |
| Common Stock | 12/04/2017 | | S ⁽²⁾ | | 17,977 D 24.635 ⁽³⁾ | 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 required to respond unless the form

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) | |
|--|--|--------------------------------------|--|--------------------------------|--|--------|-----|--|-----------------|---|--------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | | |
| Restricted Share Units | \$ 0 | 12/01/2017 | | M | | 23,287 | | (1) | (1) | Common Stock | 23,287 |
| Restricted Share Units | \$ 0 | 12/01/2017 | | M | | 15,284 | | (1) | (1) | Common Stock | 15,284 |
| Restricted Share Units | \$ 0 | 12/01/2017 | | A | | 15,570 | | (4) | (4) | Common Stock | 15,570 |
| Restricted Share Units | \$ 0 | | | | | | | (5) | (5) | Common Stock | 30,227 |
| Restricted Share Units | \$ 0 | | | | | | | (6) | (6) | 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. 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.