

ARVINMERITOR INC
Form 4
November 25, 2002

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

OMB APPROVAL

FORM 4

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

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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

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www.section16.net

1. Name and Address of Reporting Person* Gosnell, Thomas A. (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol ArvinMeritor, Inc. (ARM)				6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Senior Vice President and President, Commercial Vehicle Systems			
ArvinMeritor, Inc. 2135 West Maple Road			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year 11/22/02		7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
(Street) Troy, MI 48084-7186			5. If Amendment, Date of Original (Month/Day/Year)							
(City) (State) (Zip)			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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 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								2,306	D	
Common Stock	⁽¹⁾		J		560	A		5,432	I	ArvinMeritor Savings Plan
Common Stock								93	I	Rockwell Savings Plan ⁽²⁾
Common Stock								506	I	Owned by spouse
Common Stock	⁽³⁾		J		162	A			I	Restricted Stock
Common Stock	11/22/02		A		23,000	A		37,040	I	Restricted Stock ⁽⁴⁾

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Name of Indirect Beneficial Owner (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Common Stock Share Equivalents		(5)		J		1,284				Common Stock	1,284		4,560	D	
Employee Stock Option (Right to Buy)	\$15.32	11/22/02		A		45,000		(6)	11/22/12	Common Stock	45,000		45,000	D	

Explanation of Responses:

- (1) Shares purchased periodically and held in ArvinMeritor common stock funds under the ArvinMeritor, Inc. Savings Plan, based on information furnished by the Plan Administrator as of October 31, 2002. The shares in ArvinMeritor common stock funds are held in an employee benefit trust fund established under the Plan.
- (2) Shares represented by ArvinMeritor stock fund units under the Rockwell Automation, Inc. Savings Plans, based on information furnished by the Plan Administrator. The shares represented by ArvinMeritor stock fund units are held in an employee benefit trust established thereunder.
- (3) Periodic acquisitions of additional shares through automatic reinvestment of dividends. Information provided by dividend reinvestment plan administrator as of October 31, 2002.
- (4) Held by the issuer to implement restrictions on transfer unless and until certain conditions are met.
- (5) Periodic acquisitions of share equivalents related to ArvinMeritor common stock, held under ArvinMeritor's supplemental savings plan, based on information furnished by the Plan Administrator as of October 31, 2002.
- (6) Options will become exercisable in whole or in part (but only for a whole number of shares) as to one-third of the option shares beginning on November 22, 2003, as to an additional one-third of the option shares beginning on November 22, 2004, and as the balance of the option shares beginning on November 22, 2005.

By: /s/ **Thomas A. Gosnell** **11/22/02**
 By: **Bonnie Wilkinson, Attorney-in-fact** Date
 **Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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