

MCCLURE CHARLES G
Form 4
August 10, 2006

FORM 4

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

OMB APPROVAL

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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 *
MCCLURE CHARLES G

(Last) (First) (Middle)
ARVINMERITOR, INC., 2135
WEST MAPLE ROAD
(Street)

TROY, MI 48084-7186

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ARVINMERITOR INC [ARM]

3. Date of Earliest Transaction
(Month/Day/Year)
08/10/2006

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)
Chairman, CEO and President

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	08/10/2005		S ⁽¹⁾	8,198 D	89,058 ⁽³⁾	I	Restricted Stock ⁽⁴⁾
Common Stock					561	I	ArvinMeritor Savings Plan ⁽⁵⁾
Common Stock					44,159 ⁽³⁾	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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCLURE CHARLES G ARVINMERITOR, INC. 2135 WEST MAPLE ROAD TROY, MI 48084-7186	X		Chairman, CEO and President	

Signatures

Charles G. McClure, Jr., by Bonnie Wilkinson,
Attorney-in-fact

08/10/2006

**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) In connection with the vesting and delivery of restricted stock, and pursuant to the terms of the restricted stock agreement, shares were sold and the net proceeds were used to pay required withholding taxes.
The shares were sold at the following prices: 400 at \$14.88 per share; 200 at \$14.92 per share; 200 at \$15.05 per share; 200 at \$15.07 per share; 500 at \$15.08 per share; 200 at \$15.09 per share; 200 at \$15.10 per share; 400 at \$15.12 per share; 300 at \$15.14 per share; 400 at \$15.17 per share; 300 at \$15.19 per share; 300 at \$15.20 per share; 100 at \$15.22 per share; 200 at \$15.23 per share; 400 at \$15.24 per share; 100 at \$15.25 per share; 300 at \$15.26 per share; 200 at \$15.27 per share; 600 at \$15.28 per share; 400 at \$15.29 per share; 300 at \$15.31 per share; 98 at \$15.32 per share; 300 at \$15.33 per share; 200 at \$15.35 per share; 200 at \$15.41 per share; 100 at \$15.43 per share; 100 at \$15.44 per share; 200 at \$15.45 per share; 300 at \$15.47 per share; 200 at \$15.49 per share; and 300 at \$15.51 per share.
- (3) Number of shares held after the reported transaction reflects a change in the form of beneficial ownership of 17,995 shares, from indirect to direct, due to vesting of restricted stock.
- (4) Held by the issuer to implement restrictions on transfer unless and until certain conditions are met.

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- (5) Shares purchased periodically and held in ArvinMeritor common stock funds in an employee benefit trust established under the ArvinMeritor, Inc. Savings Plan, based on information furnished by the Plan Administrator as of July 31, 2006.

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.