

MCCLURE CHARLES G
Form 4/A
January 05, 2012

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 *
MCCLURE CHARLES G

(Last) (First) (Middle)
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)
01/04/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)
01/05/2012

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	01/04/2012		S ⁽¹⁾		107,564 ⁽²⁾	D	\$ 5.7736 ⁽³⁾
common stock	01/05/2012		S		934 ⁽²⁾	D	\$ 5.7776
Common Stock							609
						I	Meritor Savings Plan ⁽⁵⁾

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

SEC 1474
(9-02)

required to respond unless the form 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 Following Transaction (Instr. 5)
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Reporting Owners

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

Signatures

Charles G. McClure, Jr., by Barbara Novak,
Attorney-in-fact

01/05/2012

____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).
This amendment is being filed solely to amend the transaction code from D, as originally reported, to S, which is the correct transaction code, and to indicate that the securities were disposed. Except as so revised, this filing is identical to that as originally filed earlier on the date hereof.
- (2) In connection with the vesting and delivery of restricted stock units, and pursuant to the terms of the restricted stock unit agreement and a Rule 10b5-1 plan, shares were sold and the net proceeds used to pay required withholding taxes.
- (3) Reflects the weighted average sales price. The actual range of prices for such transactions was \$5.75 to \$5.931. The filer undertakes upon request to provide full information regarding the number of shares sold at each price.
Reflects the vesting of 387,000 restricted stock units on January 2, 2012, with shares sold to pay required withholding taxes and the
- (4) remaining shares held as freely transferable and not as restricted stock. Total also includes 542,080 stock units, each of which represents the right to receive one share of common stock upon the vesting date, subject to terms and conditions.

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- (5) Shares purchased periodically and held in Meritor common stock funds in an employee benefit trust established under the Meritor Savings Plan, based on information furnished by the Plan Administrator as of November 30, 2011.

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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