

Craig Jeffrey A  
 Form 4  
 December 05, 2017

**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 \*  
 Craig Jeffrey A

(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)  
 CEO & 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                    | 12/01/2017                           |  | M                              |   | 59,882  | A  | \$ 0  |
| Common Stock                    | 12/01/2017                           |  | M                              |   | 46,634  | A  | \$ 0  |
| Common Stock                    | 12/01/2017                           |  | M                              |   | 39,301  | A  | \$ 0  |
| Common Stock                    | 12/04/2017                           |  | S <sup>(2)</sup>               |   | 67,005  | D  | \$ 24.6333  |
|                                 |                                      |  |                                |   |   |  | <sup>(3)</sup>  |

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 displays a currently valid OMB control number.

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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)<br>(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   | Title        | Amount Number Shares |
| Restricted Share Units                     | \$ 0   | 12/01/2017                           |  | M                              |  | 59,882 |  | <u>(1)</u>       | <u>(1)</u>  | Common Stock | 59,882               |
| Restricted Share Units                     | \$ 0   | 12/01/2017                           |  | M                              |  | 46,634 |  | <u>(1)</u>       | <u>(1)</u>  | Common Stock | 93,266               |
| Restricted Share Units                     | \$ 0   | 12/01/2017                           |  | M                              |  | 39,301 |  | <u>(1)</u>       | <u>(1)</u>  | Common Stock | 39,301               |
| Restricted Share Units                     | \$ 0   | 12/01/2017                           |  | A                              |  | 66,156 |  | <u>(5)</u>       | <u>(5)</u>  | Common Stock | 66,156               |
| Restricted Share Units                     | \$ 0   |                                      |  |                                |  |        |  | <u>(6)</u>       | <u>(6)</u>  | Common Stock | 55,182               |
| Restricted Share Units                     | \$ 0   |                                      |  |                                |  |        |  | <u>(7)</u>       | <u>(7)</u>  | Common Stock | 112,766              |
| Restricted Share Units                     | \$ 0   |                                      |  |                                |  |        |  | <u>(8)</u>       | <u>(8)</u>  | Common Stock | 133,200              |
| Restricted Share Units                     | \$ 0   |                                      |  |                                |  |        |  | <u>(9)</u>       | <u>(9)</u>  | Common Stock | 36,222               |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Craig Jeffrey A  
C/O MERITOR, INC.  
2135 WEST MAPLE ROAD  
TROY, MI 48084-7186

X

CEO & President

## Signatures

/s/ Jeffrey A. Craig, 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.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$24.27 to \$25.32, 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) The date of the acquisition of the RSUs was November 2, 2016 following satisfaction of the performance criteria applicable thereto. 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 December 1, 2018 or upon termination of employment with the Company under certain circumstances.
- (5) 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.
- (6) The date of the acquisition of the RSUs was November 1, 2017 following satisfaction of the performance criteria applicable thereto. 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 August 1, 2018 or upon termination of employment with the Company under certain circumstances.
- (7) 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.
- (8) 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.
- (9) The date of grant of the RSUs was August 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.

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.