

ARVINMERITOR INC
Form 4/A
October 11, 2005

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)
09/14/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
09/16/2005

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 09/14/2005 | 09/15/2005 | J ⁽¹⁾ | V Amount (A) or (D) Price 728 ⁽³⁾ A \$ 17.5429 | 128,390 ⁽³⁾ | I | Restricted Stock ⁽⁴⁾ |
| Common Stock | | | | | 547 | I | ArvinMeritor Savings Plan ⁽⁵⁾ |
| Common Stock | 09/14/2005 | 09/15/2005 | J ⁽²⁾ | V Amount (A) or (D) Price 101 ⁽³⁾ A \$ 17.5429 | 17,883 ⁽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

10/11/2005

__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) Acquisition of additional shares of restricted stock through reinvestment of quarterly dividend, based on information provided by restricted stock plan administrator.

(2) Acquisition of additional shares through automatic reinvestment of quarterly dividend..

On August 9, 2005, 25,532 of Mr. McClure's restricted shares vested. Of these shares, 7,750 were withheld by ArvinMeritor to pay required withholding taxes, and ownership of the remaining 17,782 shares changed from indirect to direct ownership. On September 16, 2005, a Form 4 was filed reporting the acquisition of additional shares of restricted stock through reinvestment of quarterly dividends on

(3) Mr. McClure's restricted stock, without reflecting the shares that had previously vested and been withheld. This form amends that Form 4 to reflect this vesting and withholding of shares prior to the dividend reinvestment, by reducing the number of restricted shares acquired through reinvestment of dividends on his restricted shares and by including a transaction line for the shares acquired through reinvestment of dividends on his directly-owned shares.

(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 Savings Plan, based on information furnished by the Plan Administrator as of August 31, 2005.

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.