

MERITOR INC  
Form 4  
November 04, 2016

**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 \*  
Bialy Paul

(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)  
11/02/2016

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)  
VP, Controller & PAO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    |                                      |  |                                | (A)<br>or<br>(D)  | 8,680   | D  |                                   |

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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. Pr Deriv Secur (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                              | Amount or Number of Shares |
| Restricted Share Units                     | \$ 0   | 11/02/2016                           |  | A                              | 8,393   | (1)  | (1)   | Common Stock                       | 8,393                      |
| Restricted Share Units                     | \$ 0   |                                      |  |                                |   | (2)  | (2)   | Common Stock                       | 838                        |
| Restricted Share Units                     | \$ 0   |                                      |  |                                |   | (3)  | (3)   | Common Stock                       | 2,283                      |
| Restricted Share Units                     | \$ 0   |                                      |  |                                |   | (4)  | (4)   | Common Stock                       | 3,810                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                      |       |
|--|---------------|-----------|----------------------|-------|
|  | Director      | 10% Owner | Officer              | Other |
| Bialy Paul<br>C/O MERITOR, INC.<br>2135 WEST MAPLE ROAD<br>TROY, MI 48084-7186 |               |           | VP, Controller & PAO |       |

## Signatures

/s/ Paul Bialy, By: April Miller Boise,  
Attorney-in-fact

11/04/2016

\_\_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 Restricted Share Units ("RSUs") as equity compensation following satisfaction of the performance criteria applicable thereto. Each RSU represents the right to receive one share of common stock of Meritor, Inc. (the "Company") or its cash equivalent upon the vesting date, which occurs at the earlier of December 1, 2016 or upon termination of employment with the Company under certain circumstances.

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- The date of grant of the RSUs was February 1, 2016. Each RSU represents the right to receive one share of common stock of the
- (2) 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.
  - (3) 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, subject to the terms and conditions described in footnote 2 above.
  - (4) The date of grant of the RSUs was December 1, 2014. Each RSU represents the right to receive one share of common stock of the Company or its cash equivalent upon the vesting date, subject to the terms and conditions described in footnote 2 above.

### **Remarks:**

Exhibit List: Exhibit 24 - Power of Attorney

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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