

BAKER VERNON G II
Form 4
December 19, 2002

FORM 4

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

OMB APPROVAL

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

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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

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|--|--|--|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* Baker, II, Vernon G. (Last) (First) (Middle) | | | 2. Issuer Name and Ticker or Trading Symbol ArvinMeritor, Inc. (ARM) | | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Senior Vice President and General Counsel | |
| ArvinMeritor, Inc. 2135 West Maple Road | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | 4. Statement for Month/Day/Year 12/17/02 | | | |
| (Street) Troy, MI 48084-7186 | | | | | 5. If Amendment, Date of Original (Month/Day/Year) | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

| 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 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4) | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--|--|--------------------------------------|--|--|--|--------------------------------|--|---|------------|-----------|--|--|--|--|---|
| | | | | | | | Code V | | Amount | (A) or (D) | Price | | | | | |
| Common Stock | | | | | | | | | | | | 4,865 | | D | | |
| Common Stock | | | | | | | | | | | | 4,177 | | I | | ArvinMeritor Savings Plan ⁽¹⁾ |
| Common Stock | | | 12/16/02 | | 12/17/02 | | J ⁽²⁾ | | 157 | A | \$15.8140 | 25,107 | | I | | Restricted Stock ⁽³⁾ |

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative | 2. Conversion or | 3. Trans- | 3A. Deemed | 4. Trans- | 5. Number | 6. Date Exercisable and Expiration | 7. Title and Amount of | 8. Price of Derivative | 9. Number of Derivative | 10. Owner- | 11. Nature of Indirect |
|------------------------|------------------|-----------|------------|-----------|-----------|------------------------------------|------------------------|------------------------|-------------------------|------------|------------------------|
|------------------------|------------------|-----------|------------|-----------|-----------|------------------------------------|------------------------|------------------------|-------------------------|------------|------------------------|

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| Security (Instr. 3) | Exercise Price of Derivative Security | Action Date (Month/ Day/ Year) | Execution Date, if any (Month/ Day/ Year) | Action Code (Instr. 8) | of | | Date (Month/Day/ Year) | Underlying Securities (Instr. 3 & 4) | | Security (Instr. 5) | Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | ship Form of Deriv- ative Security: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) |
|---|--|--|--|---------------------------------|---|------|------------------------------|--|--|------------------------|--|---|---------------------------------------|
| | | | | | Derivative Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) | Date | | Title | Amount or Number of Shares | | | | |
| Common Stock Share Equivalents | | ⁽⁴⁾ — | | J | 415 | | | Common Stock | 415 | | 5,059 | D | |

Explanation of Responses:

- (1) Shares held in ArvinMeritor common stock funds in an employee benefit trust fund established under the ArvinMeritor, Inc. Savings Plan, based on information furnished by the Plan Administrator as of November 30, 2002.
- (2) Acquisition of additional shares of restricted stock through reinvestment of quarterly dividend, based on information provided by restricted stock plan administrator.
- (3) Held by the issuer to implement restrictions on transfer unless and until certain conditions are met.
- (4) Periodic acquisition of share equivalents related to ArvinMeritor common stock, held under ArvinMeritor's supplemental savings plan, based on information furnished by the Plan Administrator as of November 30, 2002.

By: /s/ **Vernon G. Baker, II** **12/19/02**
Date
By: Bonnie Wilkinson, Attorney-in-fact
 **Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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