

ARVINMERITOR INC
Form 4
February 19, 2003

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).

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed By
Romeo and Dye's
Section 16 Filer
www.section16.net

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
Walker, Martin D.			ArvinMeritor, Inc. (ARM)				<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)			
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year					
ArvinMeritor, Inc. 2135 West Maple Road					02/19/03					
(Street)					5. If Amendment, Date of Original (Month/Day/Year)		7. Individual or Joint/Group Filing (Check Applicable Line)			
Troy, MI 48084-7186							<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
(City) (State) (Zip)			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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(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								2,133	I	Charitable Remainder Trust ⁽¹⁾
Common Stock	02/19/03		A ⁽²⁾		1,000	A		4,521	I	Held in trust ⁽³⁾
Common Stock								3,750	I	Held in trust - spouse ⁽⁴⁾
Common Stock								4,483	I	Restricted Stock, held in trust (3) ⁽⁵⁾

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)

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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 (A) or Disposed of (D) (Instr. 3, 4 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Directors Stock Option (Right to Buy)	\$16.33	02/19/03		<u>A</u> ⁽⁶⁾		3,000		<u>7</u>	02/19/13	Common Stock	3,000		3,000	D	

Explanation of Responses:

- (1) Held as donor/trustee of the Martin D. Walker 1997 Charitable Remainder Unitrust.
- (2) Shares granted pursuant to ArvinMeritor's Directors Stock Plan.
- (3) Held as trustee of the Martin D. Walker Trust under agreement dated July 22, 1975.
- (4) Held in the Mary J. Walker Trust, under agreement dated July 22, 1975, of which Mr. Walker's wife is trustee.
- (5) Held by the issuer to implement restrictions on transfer unless and until certain conditions are met.
- (6) Options granted pursuant to ArvinMeritor's Directors Stock Plan.
- (7) Options become exercisable, in whole or in part (but only for a whole number of shares), as to one-third of the option shares beginning on February 19, 2004, as to an additional one-third of the option shares beginning on February 19, 2005 and as to the balance of the option shares beginning on February 19, 2006.

By: /s/ **Martin D. Walker** **02/19/03**
By: Bonnie Wilkinson, Attorney-in-fact Date
 **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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