

Craig Jeffrey A
Form 4
February 20, 2018

FORM 4

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

OMB APPROVAL

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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)
02/15/2018

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/05/2018		G	V	2,000	D	\$ 0
Common Stock	02/15/2018		S ⁽¹⁾		155,000	D	26.21
							<u>(1)</u>

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

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(9-02)

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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. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Share Units	\$ 0					(2)	(2)	Common Stock	55,189
Restricted Share Units	\$ 0					(3)	(3)	Common Stock	46,634
Restricted Share Units	\$ 0					(4)	(4)	Common Stock	66,156
Restricted Share Units	\$ 0					(5)	(5)	Common Stock	112,764
Restricted Share Units	\$ 0					(6)	(6)	Common Stock	133,206
Restricted Share Units	\$ 0					(7)	(7)	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

02/20/2018

__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).

In an effort to diversify his holdings, the reporting person contributed common stock ("Common Stock") of Meritor, Inc. (the "Company") to an exchange fund in exchange for shares of the exchange fund. The Common Stock was valued at \$26.21 per share for the purpose of

- (1) determining the number of shares of the exchange fund issuable to the reporting person. Following this transaction, the reporting person will continue to hold Common Stock and Restricted Share Units ("RSUs") in excess of his requirement under the Company's executive share ownership policy.

The date of the acquisition of the RSUs was November 1, 2017 following satisfaction of the performance criteria applicable thereto. Each

- (2) 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.

The date of the acquisition of the RSUs was November 2, 2016 following satisfaction of the performance criteria applicable thereto. Each

- (3) 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.

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

- (4) 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.

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

- (5) 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.

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

- (6) 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.

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

- (7) 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.

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