

ARVINMERITOR INC
Form 11-K
June 26, 2009

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

(Mark One)

- ☒ **ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2008

OR

- ☐ **TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____.

Commission file number: 1-15983

- A. Full title of the plan and address of the plan, if different from that of the issuer named below:

ArvinMeritor, Inc. Savings Plan

- B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

**ArvinMeritor, Inc.
2135 West Maple Road
Troy, Michigan 48084**

ARVINmeritor, inc. SAVINGS PLAN

TABLE OF CONTENTS

	Page
REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	1
FINANCIAL STATEMENTS:	
Statement of Net Assets Available for Benefits as of December 31, 2008 and 2007	2
Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2008	3
Notes to Financial Statements	4-9
SUPPLEMENTAL SCHEDULE AS OF DECEMBER 31, 2008: Form 5500, Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2008	10
SIGNATURES	11
EXHIBIT – Consent of Independent Registered Public Accounting Firm	12

Report of Independent Registered Public Accounting Firm

To ArvinMeritor, Inc. Employee Benefit Plan Committee
and Participants

We have audited the accompanying statement of net assets available for benefits of ArvinMeritor, Inc. Savings Plan (the "Plan") as of December 31, 2008 and 2007 and the related statement of changes in net assets available for benefits for the year ended December 31, 2008. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets of the Plan as of December 31, 2008 and 2007 and the changes in net assets for the year ended December 31, 2008, in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2008 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Plante & Moran, PLLC

Clinton Township, Michigan

June 25, 2009

ARVINMERITOR, INC. SAVINGS PLAN**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2008 AND 2007**

	2008	2007
ASSETS		
Participant-directed investments		
Cash	\$ 5,004	\$ 32,713
Mutual funds	114,651,223	177,124,209
Common collective funds	31,557,833	31,478,351
Common stock	7,589,474	21,589,430
Participant loans	5,189,181	5,892,893
Total investments at fair value	158,992,715	236,117,596
Accrued receivables	3,145,468	827,747
TOTAL ASSETS	162,138,183	236,945,343
LIABILITIES - Accrued administrative expenses	2,383	15,331
Net assets at fair value	162,135,800	236,930,012
Adjustment from fair value to contract value for interest in common collective trust funds relating to fully benefit-responsive investment contracts	295,829	(186,048)
NET ASSETS AVAILABLE FOR BENEFITS	\$ 162,431,629	\$ 236,743,964

See accompanying notes to financial statements.

ARVINMERITOR, INC. SAVINGS PLAN

**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2008**

CONTRIBUTIONS

Participant contributions	\$ 16,593,667
Employer contributions, net of forfeitures	12,125,225
Total contributions, net of forfeitures	28,718,892

INVESTMENT INCOME (LOSS)

Dividends and interest	7,819,019
Net depreciation in fair value of investments	(83,855,548)
Net investment loss	(76,036,529)

DEDUCTIONS

Benefits paid to participants	(26,993,532)
Administrative expenses	(63,822)
Total deductions	(27,057,354)

DECREASE IN NET ASSETS (74,374,991)

Transfers, net	62,656
----------------	--------

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year	236,743,964
End of year	\$ 162,431,629

See accompanying notes to financial statements.

ARVINMERITOR, INC. SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2008 AND 2007, AND FOR THE YEAR ENDED DECEMBER 31, 2008

1. DESCRIPTION OF THE PLAN

The following description of the amended and restated ArvinMeritor, Inc. Savings Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

General – The Plan is a defined contribution savings plan covering eligible salaried and certain non-union hourly employees of ArvinMeritor, Inc. and other affiliated companies (the "Company" or "ArvinMeritor"). Eligible employees may participate in the Plan immediately on the date they become employees. The Plan is administered by the Company's Employee Benefit Plan Committee and the Plan Administrator. The trustee for the Plan assets is T. Rowe Price Trust Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Employee Contributions – Eligible employees may elect to contribute up to 20% of their compensation, by electing to defer receipt of compensation (pre-tax contribution) or authorizing deductions from compensation (after-tax contribution), subject to the limits prescribed under the Internal Revenue Code ("IRC"). Participants can elect to have their contributions invested in 5% increments in various investment funds.

The Plan allows participants who are at least age 50 by the end of the plan year to make additional pre-tax contributions up to the limits prescribed under the IRC.

Employer Matching Contributions – Participants are immediately eligible for matching contributions. The Company matches 100% of the participant's contribution up to the first 3% of eligible compensation deferred and 50% of the participant's contribution on the next 3% of eligible compensation deferred. Company matching contributions are invested according to the investment mix participants have elected for their own contributions. Effective February 1, 2009, the Company suspended the 401(k) employer matching contribution for all current and future plan participants.

Employer Pension Contributions – Eligible employees hired on or after October 1, 2005 receive a Pension Contribution into the Plan in lieu of accruing benefits under the Company's defined benefit plan. Effective January 1, 2008, eligible employees hired prior to October 1, 2005 who were not 50 years old with at least 10 years of service with the Company, or had at least 20 years of service with the Company began receiving Pension Contributions into the Plan in the same manner as salaried employees hired after October 1, 2005. Pension Contributions are fully funded by the Company and are made to all eligible employees regardless of whether they choose to contribute to the Plan. Pension Contributions range between 2% and 4% of participants' compensation. Pension Contributions are invested according to the investment mix participants have elected for their own contributions.

Participant Accounts – Individual accounts are maintained for each plan participant. Each participant's account is credited with the participant's contributions, the Company's matching contributions, Pension Contributions, if applicable, and an allocation of Plan earnings, and is charged with withdrawals and an allocation of Plan losses and administrative expenses.

ARVINMERITOR, INC. SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS - (Continued)
AS OF DECEMBER 31, 2008 AND 2007, AND FOR THE YEAR ENDED DECEMBER 31, 2008

Allocations are based on participants' account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investments – Participants direct the investment of contributions into various investment options offered by the Plan. The Plan currently offers 20 mutual funds, a common collective trust fund and the Company's common stock as investment options for participants.

Vesting – Amounts attributable to participant contributions and Company matching contributions are fully vested at all times. Pension Contributions vest in annual 20% increments beginning with the completion of the second year of service. Participants become fully vested after they reach six years of service. Forfeited Pension Contributions are netted against employer contributions.

Plan Withdrawals – Vested amounts contributed may be withdrawn by, or distributed to, a participant only upon (1) termination of employment or (2) attaining the age of 59½. Pre-tax withdrawals prior to attaining age 59½ are not permitted except in the event of retirement, disability or as a hardship distribution. Certain income tax penalties may apply to withdrawals or distributions prior to age 59½. Upon termination of service due to death, disability, retirement or other reasons, a participant would generally receive an amount equal to the value of the participant's vested interest in their account as a lump-sum distribution.

Transfers – The Company also sponsors a separate defined contribution savings plan for certain hourly employees. The Plan allows for employees changing status between union hourly and and certain non-union hourly or salaried to move invested assets to the Plan that corresponds to their current status.

Participant Loans – Participants may borrow from their accounts an amount not less than \$1,000 and not greater than the lesser of (i) \$50,000 less the amount of loans outstanding during the preceding 12-month period, (ii) amounts in the participant's account attributable to participant contributions, or (iii) one-half of the participant's vested account balance. The loans are secured by the balances in the respective participants' accounts.

Interest is charged at 1% over the prime rate in place at the loan origination date, which is defined as the base rate on corporate loans posted by at least 75% of the 30 largest U.S. banks. At year end, interest rates charged on outstanding balances ranged from 5.0% to 9.5%. The loans are repaid through payroll deductions over periods not to exceed 60 months unless they are for the purchase of a primary residence. Payments of principal and interest are reinvested under the participant's current investment election for new contributions. Participants may have only one outstanding loan.

Plan Termination – Although the Company has not expressed any intent to terminate the Plan, it reserves the right to do so at any time. In the event of termination of the Plan, participants with Pension Contribution balances would become fully vested.

ARVINMERITOR, INC. SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS - (Continued)
AS OF DECEMBER 31, 2008 AND 2007, AND FOR THE YEAR ENDED DECEMBER 31, 2008

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The financial statements are prepared in accordance with accounting principles generally accepted in the United States of America.

Investment Valuation – The Plan's investments are stated at fair value, except for a stable value common collective trust fund that primarily invests in benefit-responsive investment contracts (commonly referred to as a stable value fund), which is valued at contract value. Contract value represents investments at cost plus accrued interest income less amounts withdrawn to pay benefits. The fair value of the stable value common collective trust fund is based on discounting the related cash flows of the underlying guaranteed investment contracts based on current yields of similar instruments with comparable durations. Mutual funds and common stock are reported at fair value based on quoted market prices. Participant loans are reported at their outstanding balances, which approximate fair value.

Security Transactions and Investment Income – Purchases and sales of securities are reported on a trade-date basis. Dividends are recorded on the ex-dividend date and interest income is recorded on the accrual basis.

Administrative Expenses – Administrative expenses for services required by the Plan document are paid by the Plan. All expenses not required by the Plan are paid by the Company. The amounts reported in the financial statements represent administrative expenses paid by the Plan.

Benefit Payments – Benefit payments to participants are recorded upon distribution.

Use of Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties – The Plan utilizes various investment instruments which are exposed to various risks related to, among other things, interest rate, foreign currency, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

ARVINMERITOR, INC. SAVINGS PLAN**NOTES TO FINANCIAL STATEMENTS - (Continued)**
AS OF DECEMBER 31, 2008 AND 2007, AND FOR THE YEAR ENDED DECEMBER 31, 2008**3. INVESTMENTS**

The Plan's significant investments as of December 31, 2008 and 2007 are as follows:

	2008	2007
Mutual Funds - At fair value:		
Goldman Sachs Core International Equity Fund	\$ 9,024,219	\$ 17,206,455
T. Rowe Price Mid-Cap Growth Fund	18,936,745	34,925,661
T. Rowe Price Growth and Income Fund	18,110,945	31,133,681
Vanguard Institutional Index Fund	13,928,174	23,468,822
Pimco Total Return Admin	12,221,125	11,030,229
Common Collective Trust Fund - At contract value:		
T. Rowe Price Stable Value Common Trust Fund	31,853,662	31,292,303
Common Stock - At fair value:		
ArvinMeritor, Inc.	7,589,474	21,589,430

During 2008, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value as follows:

Mutual funds	\$ 66,441,260
Common stock - ArvinMeritor, Inc.	17,414,288
Net depreciation	\$ 83,855,548

4. FAIR VALUE MEASUREMENTS

Effective January 1, 2008, the Plan adopted Statement of Financial Accounting Standards No. 157, *Fair Value Measurements* (SFAS 157). SFAS 157 provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under SFAS 157 are described below:

- o Fair values determined by Level 1 inputs use quoted prices in active markets for identical assets or liabilities that the Plan has the ability to access.

- o Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets and liabilities in active markets, and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals.

ARVINMERITOR, INC. SAVINGS PLAN**NOTES TO FINANCIAL STATEMENTS - (Continued)****AS OF DECEMBER 31, 2008 AND 2007, AND FOR THE YEAR ENDED DECEMBER 31, 2008**

- o Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset or liability.

In instances where inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset or liability.

Investments measured at fair value on a recurring basis at December 31, 2008 are as follows:

	Level 1	Level 2	Level 3	Total
Cash	\$ 5,004	\$ -	\$ -	\$ 5,004
Mutual funds	114,651,223	-	-	114,651,223
Common collective funds	-	31,557,833	-	31,557,833
Common stock	7,589,474	-	-	7,589,474
Participant loans	-	-	5,189,181	5,189,181
Total investments at fair value	\$ 122,245,701	\$ 31,557,833	\$ 5,189,181	\$ 158,992,715

The following table sets forth a summary of the changes in the fair value of the Plan's level 3 investment assets for the year ended December 31, 2008:

	Participant Loans
Balance, beginning of year	\$ 5,892,893
Loan issuances, payments and settlements - net	(703,712)
Balance, end of year	\$ 5,189,181

5. TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated September 25, 2003, that the Plan was designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the determination letter.

The Plan requested an updated determination letter on January 29, 2008. The Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC and is exempt from federal taxes as of December 31, 2008 and 2007. Therefore, no provision for income taxes has been included in the Plan's financial statements.

ARVINMERITOR, INC. SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS - (Continued)
AS OF DECEMBER 31, 2008 AND 2007, AND FOR THE YEAR ENDED DECEMBER 31, 2008

6. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by T. Rowe Price Trust Company. T. Rowe Price Trust Company is the trustee as defined by the Plan and, therefore, these transactions qualify as exempt party-in-interest transactions.

At December 31, 2008 and 2007, the Plan held 2,662,973 and 1,840,531 shares, respectively, of common stock of ArvinMeritor with a fair value of \$7,589,474 and \$21,589,430, respectively. During the year ended December 31, 2008, the Plan recorded dividend income from common stock of ArvinMeritor of \$814,768.

7. RECONCILIATION TO FORM 5500

The net assets on the financial statements differ from the net assets on the Form 5500 due to a common collective trust fund being recorded at contract value on the financial statements and at fair value on the Form 5500. The net assets on the financial statements were higher than those on the Form 5500 at December 31, 2008 by \$ 295,829 and lower at December 31, 2007 by \$186,048. Additionally, the investment income on the Form 5500 for the year ended December 31, 2008 is lower than that on the financial statements by \$481,877.

ARVINMERITOR, INC. SAVINGS PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2008

EIN 38-3354643, Plan No. 333

Identity of Issuer, Borrower, Lessor or Similar Party		Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
Mutual funds				
	Alliance Bernstein	Value Fund	**	\$ 1,622,839
	Goldman Sachs	Core International Equity Fund	**	9,024,219
	Lord Abbett	Small Cap Value	**	5,414,698
	Pimco	U.S. Total Return Admin	**	12,221,125
	Vanguard	Institutional Index Fund	**	13,928,174
*	T. Rowe Price	Mid-Cap Growth Fund	**	18,936,745
*	T. Rowe Price	Growth and Income Fund	**	18,110,945
*	T. Rowe Price	Growth Stock Fund	**	5,700,273
*	T. Rowe Price	Retirement 2005 Fund	**	74,054
*	T. Rowe Price	Retirement 2010 Fund	**	6,372,198
*	T. Rowe Price	Retirement 2015 Fund	**	659,513
*	T. Rowe Price	Retirement 2020 Fund	**	7,899,391
*	T. Rowe Price	Retirement 2025 Fund	**	436,905
*	T. Rowe Price	Retirement 2030 Fund	**	7,837,728
*	T. Rowe Price	Retirement 2035 Fund	**	338,832
*	T. Rowe Price	Retirement 2040 Fund	**	4,618,027
*	T. Rowe Price	Retirement 2045 Fund	**	235,127
*	T. Rowe Price	Retirement 2050 Fund	**	65,543
*	T. Rowe Price	Retirement 2055 Fund	**	16,747
*	T. Rowe Price	Retirement Income Fund	**	1,138,140
Common collective trust fund				
		Stable Value Common Trust		
*	T. Rowe Price	Fund	**	31,557,833
*	ArvinMeritor	ArvinMeritor, Inc. common stock	**	7,589,474
*	T. Rowe Price	Cash	**	5,004
*	Participant loans	Interest recorded at 1% over prime rate (5.0%-9.5%), and maturities up to 60 months		5,189,181
				\$ 158,992,715

* Party-in-interest-

** Cost information not required

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the Plan Administrator has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

ARVINMERITOR, INC. SAVINGS PLAN

By: /s/ Richard D. Greb

Richard D. Greb, Plan Administrator

June 25, 2009

