

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-24**  
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### ISSUER

#### **MERITOR INC**

CIK: **1113256** | IRS No.: **383354643** | State of Incorporation: **IN** | Fiscal Year End: **0930**  
SIC: **3714** Motor vehicle parts & accessories

Mailing Address  
2135 W MAPLE ROAD  
TROY MI 48084

Business Address  
2135 W MAPLE ROAD  
TROY MI 48084  
2484351000

### REPORTING OWNER

#### **MARLEY JAMES E**

CIK: **1059472** | State of Incorporation: **PA** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: **001-15983** | Film No.: **13550127**  
SIC: **3678** Electronic connectors

Mailing Address  
PO BOX 3608 M S 176 41  
HARRISBURG PA 17105

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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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

|  |         |          |  |  |  |   |  |  |
|--|---------|----------|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person<br><b>MARLEY JAMES E</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>MERITOR INC [MTOR]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>01/24/2013</b>    |  |  |   |  |  |
| MERITOR, INC., 2135 WEST MAPLE ROAD                              |         |          |  |  |  |   |  |  |
| (Street)   |         |          | 4. If Amendment, Date Original Filed(Month/Day/Year)                     |  |  | 6. Individual or Joint/Group Filing<br>(Check applicable line)<br><input checked="" type="checkbox"/> Form Filed by One Reporting Person<br><input type="checkbox"/> Form Filed by More than One Reporting Person   |  |  |
| TROY, MI 48084-7186  |         |          |  |  |  |   |  |  |
| (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 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------------------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price               |   |  |   |
| Common Stock                    | 01/24/2013                           |  | A                              |   | 20,120 <sup>(1)</sup>   | A          | \$ 0 <sup>(6)</sup> | 82,559 <sup>(3)</sup>   | D  |   |
| Common Stock                    | 01/26/2013                           |  | M                              |   | 4,500 <sup>(2)</sup>  | A          | \$ 0 <sup>(6)</sup> | 87,059 <sup>(3)</sup>   | D  |   |

**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 Securities Underlying Derivative Security (Instr. 3 and 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 |
| Restricted Share Units                     | \$ 0 <sup>(5)</sup>                                    | 01/26/2013                           |  | M                              |   | 4,500   |     | (4) (5)  | (5)             | Common Stock  | 4,500                                      | (6)  | 0  | D  |       |

**Explanation of Responses:**

- Acquisition of Restricted Share Units as equity compensation.
- Vesting of restricted share units

3. Includes 6,316 shares of restricted stock held by the issuer to implement restrictions on transfer unless and until certain conditions are met and 39,070 restricted share units, which represent the right to receive shares of common stock on a one-to-one basis upon vesting, which is generally three years, subject to terms and conditions. Also reflects vesting on January 28, 2013 of 7,960 restricted stock units.
4. Restricted share units vest and are paid or settled after the earliest of (1) six years from the date of award, (2) ten days after retirement from the Board after reaching age 72 and having at least 3 years of service as a director, and (3) the date of ceasing to be a director by reason of the antitrust laws, compliance with conflict of interest policies, death, disability or other circumstances that the Board deems not to be adverse to the best interests of Meritor.
5. Restricted share units converted on a one-to-one basis into common stock on the vesting date.
6. inapplicable

### Signatures

James E. Marley, By: Barbara Novak, Attorney-in-fact

\*\* Signature of Reporting Person

01/28/2013

Date

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).

\*\* 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**