

SODERSTROM S CARL JR
 Form 4
 November 30, 2004

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 *
 SODERSTROM S CARL JR

2. Issuer Name and Ticker or Trading Symbol
 ARVINMERITOR INC [ARM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 ARVINMERITOR, INC., 2135
 WEST MAPLE ROAD
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/29/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. VP and CFO

TROY, MI 48084-7186
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 5,161 | I | ArvinMeritor Savings Plan <u>(1)</u> |
| Common Stock | | | | | 67,755 | I | Restricted Stock <u>(2)</u> |
| Common Stock | | | | | 75 | I | Rockwell Savings Plan <u>(3)</u> |
| Common Stock | 11/29/2004 | | M | 15,000 A | \$ 17.94 15,000 | D | |
| | 11/29/2004 | | M | 30,000 A | 45,000 | D | |

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| | | | | | | | |
|--------------|------------|--|------------------|--------|----|----------|-------|
| Common Stock | | | | | \$ | 15.32 | |
| Common Stock | 11/29/2004 | | S ⁽⁸⁾ | 44,800 | D | \$ 21.75 | 200 D |
| Common Stock | 11/29/2004 | | S ⁽⁸⁾ | 200 | D | \$ 22 | 0 D |

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

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 control number.

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(9-02)

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) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Share |
| Common Stock Share Equivalents ⁽⁴⁾ | \$ 0 | | | | | ⁽⁵⁾ ⁽⁵⁾ | Common Stock 8,160 |
| Employee Stock Option (Right to Buy) | \$ 17.94 | 11/29/2004 | | M | 15,000 | ⁽⁶⁾ 11/17/2013 | Common Stock 15,000 |
| Employee Stock Option (Right to Buy) | \$ 15.32 | 11/29/2004 | | M | 30,000 | ⁽⁷⁾ 11/22/2012 | Common Stock 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

SODERSTROM S CARL JR
ARVINMERITOR, INC.
2135 WEST MAPLE ROAD
TROY, MI 48084-7186

Sr. VP and CFO

Signatures

S. Carl Soderstrom, Jr. By: Bonnie Wilkinson,
Attorney-in-fact

11/30/2004

__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).
- (1) Shares purchased periodically and held in ArvinMeritor common stock funds in an employee benefit trust established under the ArvinMeritor, Inc. Savings Plan, based on information furnished by the Plan Administrator as of October 31, 2004.
- (2) Held by the issuer to implement restrictions on transfer unless and until certain conditions are met.
Shares represented by ArvinMeritor stock fund units under the Rockwell Automation Savings Plans, based on information furnished by the Plan Administrator as of August 31, 2004. The shares represented by ArvinMeritor stock fund units are held in an employee benefit trust established thereunder.
- (3) Share equivalents related to ArvinMeritor common stock, held under ArvinMeritor's supplemental savings plan, based on information furnished by the Plan Administrator as of October 31, 2004.
- (4) Inapplicable.
Options became exercisable in whole or in part (but only for a whole number of shares) as to one-third of the option shares beginning on November 17, 2004, and will become exercisable as to an additional one-third of the option shares beginning on November 17, 2005, and as to the balance of the option shares beginning on November 17, 2006.
- (5) Options became exercisable in whole or in part (but only for a whole number of shares) as to one-third of the option shares beginning on November 22, 2003, and as to an additional one-third of the option shares beginning on November 22, 2004, and will become exercisable as to the balance of the option shares beginning on November 22, 2005.
- (6) Shares of common stock acquired upon exercise of employee stock options and sold.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.