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October 2, 2007

Nancy M. Morris, Esq.
Secretary
U.S. Securities and Exchange Commission
100 F Street N.E.
Washington, DC 20549

Re: Shareholder Proposals Relating to the Election of Directors – File No. S7-17-07
Shareholder Proposals – File Number S7-16-07

Dear Ms. Morris:

ArvinMeritor, Inc. ("ArvinMeritor"), an Indiana corporation with its headquarters in Troy, Michigan, submits this comment letter in the referenced files. We appreciate the opportunity to share our views on the issue of whether shareholder proposals regarding election of directors should be included in company proxy materials.

ArvinMeritor has a long tradition of good corporate governance practices. Our written governance guidelines have been in place since 1997, when ArvinMeritor's predecessor company, Meritor Automotive, Inc. was spun off as a separate entity from Rockwell International Corporation, and these guidelines were derived from a long tradition of strong governance practices at Rockwell. The Corporate Governance and Nominating Committee of our Board of Directors regularly monitors and reviews our corporate governance guidelines and updates them to reflect any best practices that are appropriate for ArvinMeritor. Recent modifications include adoption of a provision requiring any director or nominee who receives a greater number of "withhold" votes than "for" votes in an uncontested election to offer to resign from the Board.

We also support responsible regulatory reforms that improve a public company's accountability to its shareholders. However, we do not believe that requiring inclusion of the types of shareholder proposals that are the subject of Commission releases in the referenced files would have a beneficial effect on this accountability.

ArvinMeritor concurs in the comments submitted in the referenced files on behalf of the Business Roundtable on October 1, 2007. In particular, we support the following positions taken, and the related supporting arguments set forth, in that comment letter:

- The Commission took the correct action in confirming its position that inclusion of shareholder director nominations in company proxy statements is not appropriate.

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- Consistent with this position, the Commission should adopt amendments to Rule 14a-8(i)(8) under the Securities Exchange Act of 1934, to clarify that “access by-law” proposals, which could potentially require companies to include shareholder director nominations in future years’ company proxy statements, are not a proper subject for inclusion in a company’s current year proxy statement.
- Since the Commission has confirmed its position on this subject, and until such time as the proxy rules are amended as described in the preceding bullet, it is appropriate for the Commission staff to grant companies’ “no action” requests with respect to exclusion of shareholder “access by-law” proposals from their proxy statements.
- The Commission should not adopt its proposal to amend Rule 14a-8(i)(8) to require companies to include “access by-law” proposals submitted by eligible shareholders in their proxy statements.
- The Commission should adopt modifications to the proxy rules governing shareholder proposals to reduce the use of company and staff time on proposals that are not of interest to a significant portion of the shareholder population, including raising the thresholds for eligibility to submit a shareholder proposal and for resubmission of previously-submitted proposals.

ArvinMeritor agrees that it is crucial that shareholders have an effective voice in the director election process; this is the primary reason for adoption of the “majority voting” provision in our corporate governance guidelines, as described above. However, we agree with the Business Roundtable’s position that permitting shareholder access to company proxy statements is not a realistic or beneficial means of providing that voice. In particular, we believe that proxy access would benefit special interest groups whose priorities may be different from those of shareholders in general or the company as a whole.

Thank you for considering ArvinMeritor’s views on this important topic. If you would like to discuss this topic, please do not hesitate to contact me.

Sincerely,

Charles G. McClure

Charles G. “Chip” McClure

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