

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ARVINMERITOR, INC.
(Exact name of registrant as specified in its charter)

INDIANA	38-3354643
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

2135 WEST MAPLE ROAD
TROY, MICHIGAN 48084-7186
(248) 435-1000
(Address of principal executive offices)

ARVINMERITOR, INC. SAVINGS PLAN
(AS SUCCESSOR TO THE ARVIN INDUSTRIES, INC. SAVINGS PLAN)

ARVINMERITOR, INC. EMPLOYEE SAVINGS PLAN
(AS SUCCESSOR TO THE ARVIN INDUSTRIES, INC. EMPLOYEE SAVINGS PLAN)
(Full title of each plan)

VERNON G. BAKER, II
SENIOR VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY
ARVINMERITOR, INC.
2135 WEST MAPLE ROAD
TROY, MICHIGAN 48084-7186
(Name and address of agent for service)

(248) 435-1000
(Telephone number, including area code, of agent for service)

WITH A COPY TO:

FREDERICK L. HARTMANN
SCHIFF HARDIN & WAITE
6600 SEARS TOWER
CHICAGO, ILLINOIS 60606-6473
(312) 258-5500

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED(1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE(2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(2)	AMOUNT OF REGISTRATION FEE(2)
-----	-----	-----	-----	-----
Common Stock, \$1 par value (including associated preferred stock purchase rights)	1,608,000	\$16.32	\$26,242,560	\$6,929
Interests in the Plan	(3)	(3)	(3)	(3)

(1) Based upon 1,422,000 shares of Common Stock to be issued under

the ArvinMeritor, Inc. Savings Plan and 186,000 shares of Common Stock to be issued under the ArvinMeritor, Inc. Employee Savings Plan.

- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) under the Securities Act of 1933, as amended, based on \$16.32 per share, the average of the high and low sales prices reported on the New York Stock Exchange on July 14, 2000.
- (3) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Plans described herein for which no separate fee is required.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents which have been filed by ArvinMeritor, Inc. (the "Registrant"), or Meritor Automotive, Inc. as predecessor to the Registrant, are incorporated herein by reference:

- (a) The Annual Report on Form 10-K of Meritor Automotive, Inc. for the fiscal year ended September 30, 1999;
- (b) The Quarterly Reports on Form 10-Q of Meritor Automotive, Inc. for the quarterly periods ended December 31, 1999 and March 31, 2000;
- (c) The Form 11-K filed for each of the Plans for the Plan Year ended December 31, 1999;
- (d) The Current Reports on Form 8-K of Meritor Automotive, Inc. dated April 14, 2000 and June 15, 2000;
- (e) The Current Report on Form 8-K of the Registrant dated July 10, 2000;
- (f) The description of the Registrant's Common Stock contained in its Registration Statement on Form S-4/A (File No. 333-36448); and
- (g) The description of the Registrant's Rights contained in the Registration Statement on Form 8-A12B dated July 10, 2000.

All documents subsequently filed by the Registrant and/or the Plans pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed incorporated by reference herein and to be a part hereof from the date of filing of such documents.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The Indiana Business Corporation Law permits indemnification of officers, directors, employees and agents against liabilities and

expenses incurred in proceedings if the person acted in good faith and reasonably believed that (1) in the case of conduct in the person's official capacity with the corporation, that the person's conduct was in the corporation's best interests, and (2) in all other cases, that the person's conduct was at least not opposed to the corporation's best interests. In criminal proceedings, the person must either have reasonable cause to believe the conduct was lawful or must have had no reasonable cause to believe the conduct was unlawful. Unless the articles of incorporation provide otherwise, indemnification is mandatory in two instances: (1) a director successfully defends himself in a proceeding to which the director was a party because the director is or was a director of the corporation, or (2) it is court ordered.

Section 8.06 of the ArvinMeritor Restated Articles of Incorporation will, at the effective time of the merger, contain provisions authorizing, to the extent permitted under the Indiana Business Corporation Law and the ArvinMeritor By-Laws, indemnification of directors and officers, including payment in advance of expenses in defending an action and maintaining liability insurance on such directors and officers. Specifically, the ArvinMeritor By-Laws will provide that ArvinMeritor shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative, formal or informal (an "Action"), by reason of the fact that such person is or was a director, officer, employee or agent of ArvinMeritor, or is or was serving at the request of ArvinMeritor as a director, officer, employee, agent, partner, trustee or member or in another authorized capacity of or for another corporation, unincorporated association, business trust, estate, partnership, trust, joint venture, individual or other legal entity, whether or not organized or formed for profit, against expenses (including attorneys' fees) and judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such Action. ArvinMeritor also shall pay, in advance of the final disposition of an Action, the expenses reasonably incurred in defending such action by a person who may be entitled to indemnification. Article 8 of the ArvinMeritor By-Laws and the appendix thereto entitled "Procedures for Submission and Determination of Claims for Indemnification Pursuant to Article 8 of the By-Laws" set forth particular procedures for submission and determination of claims for indemnification.

ArvinMeritor's directors and officers will be insured against certain liabilities for actions taken in such capacities, including liabilities under the Securities Act.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

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The exhibits filed herewith or incorporated by reference herein are set forth in the Exhibit Index filed as part of this registration statement. The Plan sponsor has received from the Internal Revenue Service determinations that the Plans are qualified under Section 401 of the Internal Revenue Code and the Registrant will make all changes required by the Internal Revenue Service in order to continue to so qualify each Plan.

ITEM 9. UNDERTAKINGS.

The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events

arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of a prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

PROVIDED, HOWEVER, that paragraphs (1)(i) and (1)(ii) do not apply if the registration statement is on Form S-3 or Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial BONA FIDE offering thereof.

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(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial BONA FIDE offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Troy, State of Michigan, on this 10th day July, 2000.

ARVINMERITOR, INC.

By: /s/ Vernon G. Baker, II

 Vernon G. Baker, II
 Senior Vice President, General
 Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

SIGNATURE -----	TITLE -----	DATE -----
/s/ Larry D. Yost* ----- Larry D. Yost	Chairman of the Board and Chief Executive Officer (principal executive officer)	July 10, 2000
/s/ V. William Hunt* ----- V. William Hunt	Vice Chairman and President	July 10, 2000
/s/ Thomas A. Madden* ----- Thomas A. Madden	Senior Vice President and Chief Financial Officer (principal financial officer)	July 10, 2000
/s/ William M. Lowe* ----- William M. Lowe	Vice President and Controller (principal accounting officer)	July 10, 2000

/s/ Joseph B. Anderson, Jr.* ----- Joseph B. Anderson, Jr.	Director	July 10, 2000
/s/ Donald R. Beall* ----- Donald R. Beall	Director	July 10, 2000
/s/ Steven C. Beering* ----- Steven C. Beering	Director	July 10, 2000
/s/ Rhonda L. Brooks* ----- Rhonda L. Brooks	Director	July 10, 2000
/s/ John J. Creedon* ----- John J. Creedon	Director	July 10, 2000
/s/ Joseph P. Flannery* ----- Joseph P. Flannery	Director	July 10, 2000
/s/ Robert E. Fowler, Jr.* ----- Robert E. Fowler, Jr.	Director	July 10, 2000
/s/ William D. George, Jr.* ----- William D. George, Jr.	Director	July 10, 2000
----- Ivan W. Gorr	Director	
/s/ Richard W. Hanselman* ----- Richard W. Hanselman	Director	July 10, 2000
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/s/ Charles H. Harff* ----- Charles H. Harff	Director	July 10, 2000
/s/ Don J. Kacek* ----- Don J. Kacek	Director	July 10, 2000
/s/ Victoria B. Jackson* ----- Victoria B. Jackson	Director	July 10, 2000
/s/ James E. Marley* ----- James E. Marley	Director	July 10, 2000

/s/ James E. Perella* Director July 10, 2000

James E. Perella

/s/ Harold A. Poling* Director July 10, 2000

Harold A. Poling

/s/ Martin D. Walker* Director July 10, 2000

Martin D. Walker

* By /s/ Vernon G. Baker, II

Vernon G. Baker, II
Attorney-in-Fact

THE PLANS. Pursuant to the requirements of the Securities Act of 1933, the administrator of the ArvinMeritor, Inc. Savings Plan and the ArvinMeritor, Inc. Employee Savings Plan has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Columbus, State of Indiana, on July 10, 2000.

ARVINMERITOR, INC. SAVINGS PLAN

ARVINMERITOR, INC. EMPLOYEE SAVINGS PLAN

By: /s/ Ronald R. Snyder

Member, Plan Committee

By: /s/ Matthew W. Golden

Member, Plan Committee

By: /s/ Raymond P. Mack

Member, Plan Committee

By: /s/ Gregory P. Kuzma

Member, Plan Committee

EXHIBIT INDEX

EXHIBIT NUMBER -----	EXHIBIT -----
4*	Rights Agreement, dated as of July 3, 2000, between ArvinMeritor and EquiServe Trust Company, N.A. (incorporated by reference to Exhibit 1 of ArvinMeritor's Registration Statement on Form 8-A12B (Reg. No. 001-15983), filed with the Commission on July 10, 2000).
5	Opinion of Schiff Hardin & Waite
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Deloitte & Touche LLP
23.3	Consent of Schiff Hardin & Waite (contained in its opinion filed as Exhibit 5)
24	Power of Attorney

* Incorporated by reference.

July 17, 2000

Securities and Exchange Commission
Judiciary Plaza
450 Fifth Street, N.W.
Washington, D.C. 20549

RE: ARVINMERITOR, INC. -- REGISTRATION OF 1,608,000 SHARES OF
COMMON STOCK, PAR VALUE \$1 PER SHARE, ON FORM S-8

Ladies and Gentlemen:

We have acted as special counsel to ArvinMeritor, Inc., an Indiana corporation (the "Company"), in connection with the Company's filing of a Registration Statement on Form S-8 (the "Registration Statement") covering 1,422,000 shares of Common Stock, \$1 par value per share (and the associated preferred stock purchase rights) of the Company (the "Shares") to be issued under the ArvinMeritor, Inc. Savings Plan and 186,000 Shares to be issued under the ArvinMeritor, Inc. Employee Savings Plan (the "Plans").

In this connection we have made such investigation and have examined such documents as we have deemed necessary in order to enable us to render the opinion contained herein.

Based upon the foregoing, it is our opinion that (i) the written provisions of the current Plan documents comply with the applicable provisions of the Employee Retirement Income Security Act of 1974; and (ii) the 1,608,000 Shares, when issued in accordance with the terms of the Plans, and pursuant to the Registration Statement, will be legally issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

SCHIFF HARDIN & WAITE

By: /s/ Frederick L. Hartmann

Frederick L. Hartmann

EXHIBIT 23.1

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement to Form S-8 of our report dated January 28, 2000 relating to the financial statements of Arvin Industries, Inc., which appears in the 1999 Arvin Industries, Inc. Annual Report on Form 10-K, and which is incorporated by reference in the ArvinMeritor, Inc. Current Report on Form 8-K dated July 10, 2000.

PricewaterhouseCoopers LLP
/s/ PricewaterhouseCoopers LLP
Indianapolis, Indiana
July 13, 2000

EXHIBIT 23.2

INDEPENDENT AUDITOR'S CONSENT

We consent to the incorporation by reference in this Registration Statement of ArvinMeritor, Inc. on Form S-8 of our reports dated November 9, 1999 and April 21, 2000, appearing in and incorporated by reference in the Annual Report on Form 10-K of Meritor Automotive, Inc. for the year ended September 30, 1999 and in the Annual Report on Form 11-K of the Arvin Savings Plan and the Arvin Industries, Inc. Employee Savings Plan for the year ended December 31, 1999, respectively.

/s/ Deloitte & Touche LLP
Detroit, Michigan
July 14, 2000

POWER OF ATTORNEY

I, the undersigned Director and/or Officer of ArvinMeritor, Inc., an Indiana corporation (the "Company"), hereby constitute VERNON G. BAKER, II, BONNIE WILKINSON and PETER R. KOLYER, and each of them singly, my true and lawful attorneys with full power to them and each of them to sign for me, and in my name and in the capacity or capacities indicated below, (1) any and all amendments (including supplements and post-effective amendments) to (a) the Registration Statement on Form S-8 of Meritor Automotive, Inc. ("Meritor") (Registration No. 333-35407) registering under the Securities Act of 1933, as amended (the "Securities Act"), securities to be sold under the Company's 1997 Long-Term Incentives Plan, as amended (formerly the Meritor Automotive, Inc. 1997 Long-Term Incentives Plan), and (b) the Registration Statement on Form S-8 of Meritor (Registration No. 333-35403) registering under the Securities Act securities to be sold pursuant to the Company's Savings Plan, as amended (formerly the Meritor Automotive, Inc. Savings Plan), and (2) one or more Registration Statements on Form S-8 or, if required, Form S-3, registering under the Securities Act securities to be sold under (a) the Company's Employee Stock Benefit Plan, as amended (formerly the Arvin Industries, Inc. Employee Stock Benefit Plan), (b) the Company's 1998 Stock Benefit Plan, as amended (formerly the Arvin Industries, Inc. 1998 Stock Benefit Plan), (c) the Company's 1988 Stock Benefit Plan, as amended (formerly the Arvin Industries, Inc. 1988 Stock Benefit Plan), (d) the Company's Savings Plan, as amended (formerly the Arvin Industries, Inc. Savings Plan), and (e) the Company's Employee Savings Plan, as amended (formerly the Arvin Industries, Inc. Employee Savings Plan), and any and all amendments (including post-effective amendments) and supplements to such Registration Statements.

SIGNATURE -----	TITLE -----	DATE -----
/s/ Larry D. Yost ----- Larry D. Yost	Chairman of the Board and Chief Executive Officer (principal executive officer)	July 10, 2000
/s/ V. William Hunt ----- V. William Hunt	Vice Chairman and President	July 10, 2000
/s/ Thomas A. Madden ----- Thomas A. Madden	Senior Vice President and Chief Financial Officer (principal financial officer)	July 10, 2000
/s/ William M. Lowe ----- William M. Lowe	Vice President and Controller (principal accounting officer)	July 10, 2000
/s/ Joseph B. Anderson, Jr. ----- Joseph B. Anderson, Jr.	Director	July 10, 2000
/s/ Donald R. Beall ----- Donald R. Beall	Director	July 10, 2000
/s/ Steven C. Beering ----- Steven C. Beering	Director	July 10, 2000

/s/ Rhonda L. Brooks ----- Rhonda L. Brooks	Director	July 10, 2000
/s/ John J. Creedon ----- John J. Creedon	Director	July 10, 2000
/s/ Joseph P. Flannery ----- Joseph P. Flannery	Director	July 10, 2000
/s/ Robert E. Fowler, Jr. ----- Robert E. Fowler, Jr.	Director	July 10, 2000
/s/ William D. George, Jr. ----- William D. George, Jr.	Director	July 10, 2000
----- Ivan W. Gorr	Director	July 10, 2000
/s/ Richard W. Hanselman ----- Richard W. Hanselman	Director	July 10, 2000
/s/ Charles H. Harff ----- Charles H. Harff	Director	July 10, 2000
/s/ Don J. Kacek ----- Don J. Kacek	Director	July 10, 2000
/s/ Victoria B. Jackson ----- Victoria B. Jackson	Director	July 10, 2000
/s/ James E. Marley ----- James E. Marley	Director	July 10, 2000
/s/ James E. Perella ----- James E. Perella	Director	July 10, 2000
/s/ Harold A. Poling ----- Harold A. Poling	Director	July 10, 2000
/s/ Martin D. Walker ----- Martin D. Walker	Director	July 10, 2000