UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A (Amendment no. 2)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended September 28, 2008

Commission file number 1-15983

ARVINMERITOR, INC.

(Exact name of registrant as specified in its charter)

Indiana **(State or other jurisdiction of incorporation or organization)**	**38-3354643** **(I.R.S. Employer Identification No.)**
2135 West Maple Road **Troy, Michigan** **(Address of principal executive offices)**	**48084-7186** **(Zip Code)**

Registrant's telephone number, including area code: (248) 435-1000

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Title of each class	**Name of each exchange on which registered**
Common Stock, $1 Par Value (including the associated Preferred Share Purchase Rights)	New York Stock Exchange

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT: None

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes [X] No [ ]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes [ ] No [X]

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes [X] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	x		Accelerated filer	o
Non-accelerated filer	o	(Do not check if a smaller reporting company)	Smaller reporting company	o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes [ ] No [X]

The aggregate market value of the registrant's voting and non-voting common equity held by non-affiliates of the registrant on March 28, 2008 (the last business day of the most recently completed second fiscal quarter) was approximately $894.7 million.

73,762,081 shares of the registrant's Common Stock, par value $1 per share, were outstanding on November 30, 2008.

DOCUMENTS INCORPORATED BY REFERENCE

Certain information contained in the Proxy Statement for the Annual Meeting of Shareowners of the registrant to be held on January 30, 2009 is incorporated by reference into Part III of the Annual Report on Form 10-K for the fiscal year ended September 28, 2008.

Explanatory Note TO AMENDMENT TO FORM 10-K/A

This Amendment No. 2 on Form 10-K/A (the “Amendment”) is being filed to include the dates and conformed signatures of exhibits 31a, 31b, 32a and 32b (the “Exhibits”) to the Amendment No. 1 on Form 10-K/A filed December 22, 2008 (the “Original 10-K/A"). The conformed signatures and dates of the Exhibits were inadvertently omitted from the Original 10-K/A due to typographical error. Except for the inclusion of the omitted dates and signatures on the Exhibits, the Amendment does not revise the Original 10-K/A in any respect and is identical to that set forth and filed on December 22, 2008.

SIGNATURE For Amendment No. 2

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ARVINMERITOR, INC.

By: /s/ Barbara Novak
Barbara Novak
Secretary

Date: December 22, 2008

Text of Amendment No. 1 on Form 10-K/A filed December 22, 2008:

Explanatory Note - Amendment

ArvinMeritor, Inc. (the “company” or “ArvinMeritor) is filing this Form 10-K/A to include in its Annual Report on Form 10-K for the fiscal year ended September 28, 2008 (the “Annual Report”), pursuant to Rule 3-09 of Regulation S-X under the Securities Exchange Act of 1934, financial statements and related notes of Meritor WABCO Vehicle Control Systems (“Meritor WABCO”), an unconsolidated joint venture in which the company owns a 50% interest.

Rule 3-09 of Regulation S-X provides that if a 50% or less owned person accounted for by the equity method meets the first or third condition of the significant subsidiary tests set forth in Rule 1-02(w), substituting 20% for 10%, separate financial statements for such 50% or less owned person shall be filed. Meritor WABCO did meet such test as of and for the year ended October 1, 2006 and the company has included in this Form 10-K/A the required audited financial statements for that period. However, as Meritor WABCO did not meet the significance test as of and for the years ended September 28, 2008 and September 30, 2007, ArvinMeritor is only required to file unaudited financial statements for those periods. ArvinMeritor has included in this Form 10-K/A Meritor WABCO’s unaudited financial statements for the years ended September 28, 2008 and September 30, 2007. Item 15 is the only portion of the Annual Report being supplemented or amended by this Form 10-K/A.

Additionally, in connection with the filing of this Form 10-K/A and pursuant to Securities and Exchange Commission (“SEC”) rules, ArvinMeritor is including currently dated certifications. This Form 10-K/A does not otherwise update any exhibits as originally filed and does not otherwise reflect events occurring after the original filing date of the Annual Report. Accordingly, this Form 10-K/A should be read in conjunction with ArvinMeritor’s filings with the SEC subsequent to the filing of the Annual Report.

PART IV

Item 15. ***Exhibits and Financial Statement Schedules.***

(a) Financial Statements, Financial Statement Schedules and Exhibits.

(1) Financial Statements.

ArvinMeritor

The following financial statements and related notes were filed as part of the Annual Report filed with the SEC on November 21, 2008 (all financial statements listed below are those of the company and its consolidated subsidiaries):

Consolidated Statement of Operations, years ended September 30, 2008, 2007 and 2006.

Consolidated Balance Sheet, September 30, 2008 and 2007.

Consolidated Statement of Cash Flows, years ended September 30, 2008, 2007 and 2006.

Consolidated Statement of Shareowners' Equity, years ended September 30, 2008, 2007 and 2006.

Notes to Consolidated Financial Statements.

Report of Independent Registered Public Accounting Firm.

Meritor WABCO

The following financial statements and related notes of Meritor WABCO Vehicle Control Systems are included in this Form 10-K/A pursuant to Rule 3-09 of Regulation S-X:

Financial Statements as of and for the years ended September 30, 2008 and 2007 (As Restated) (Unaudited)

Financial Statements as of and for the year ended September 30, 2006 and Independent Auditors’ Report

Meritor WABCO
Vehicle Control
Systems

Financial Statements as of and for the Years
Ended September 30, 2008 and 2007 (As Restated) (Unaudited)

MERITOR WABCO VEHICLE CONTROL SYSTEMS

BALANCE SHEETS
AS OF SEPTEMBER 30, 2008 AND 2007 (As Restated) (Unaudited)

		2008		2007 (As Restated, see Note 9)
ASSETS				
CURRENT ASSETS:				
Cash	$	861,498	$	2,288,727
Accounts receivable:				
Trade – net of allowance for doubtful accounts of $215,600 and $180,043 as of September 30, 2008 and 2007, respectively		17,382,262		19,165,962
Related Parties:				
Meritor Brake Systems, Inc.		3,372,216		3,410,732
WABCO Automotive Control Systems, Inc.		31,207		897
Inventories		24,501,800		25,163,321
Prepaid and other current assets		522,969		158,377
Total current assets		46,671,952		50,188,016
PROPERTY AND EQUIPMENT:				
Machinery and equipment		4,554,053		4,548,533
Autos and trailers		1,086,413		879,902
Furniture and fixtures		3,781,866		3,712,511
Facility improvements		1,143,988		1,144,895
Construction in progress		49,027		14,615
Total property and equipment		10,615,347		10,300,456
Less accumulated depreciation		(9,118,119)		(8,129,587)
Property and equipment - net		1,497,228		2,170,869
OTHER ASSETS		33,334		133,333
TOTAL ASSETS	$	48,202,514	$	52,492,218
LIABILITIES AND PARTNERS' CAPITAL				
CURRENT LIABILITIES:				
Accounts payable:				
Trade	$	1,873,792	$	2,387,036
Related parties:				
Meritor Brake Systems, Inc.		2,595,015		2,888,798
WABCO Automotive Control Systems, Inc.		17,867,545		20,598,174
Accrued liabilities:				
Warranty and Policy		1,600,000		1,600,000
Compensation		1,178,205		1,303,546
Customer incentives		299,444		173,268
Other		699,761		644,520
Total current liabilities		26,113,762		29,595,342
COMMITMENTS AND CONTINGENCIES (Notes 6 and 8)				
PARTNER'S CAPITAL:				
Meritor Brake Systems, Inc.		11,044,376		11,448,438
WABCO Automotive Control Systems, Inc.		11,044,376		11,448,438
Total partners' capital		22,088,752		22,896,876
TOTAL LIABILITIES AND PARTNERS' CAPITAL	$	48,202,514	$	52,492,218

See notes to unaudited financial statements.

MERITOR WABCO VEHICLE CONTROL SYSTEMS

STATEMENTS OF NET INCOME
FOR THE YEARS ENDED SEPTEMBER 30, 2008 AND 2007 (As Restated) (Unaudited)

		2008		2007 (As Restated, see Note 9)
NET SALES	$	176,439,441	$	204,676,673
COST OF GOODS SOLD		151,375,369		176,542,922
GROSS PROFIT		25,064,072		28,133,751
OPERATING EXPENSES:				
Services purchased from related parties:				
Salary and benefits		9,152,880		9,082,055
Selling and promotion		2,250,505		2,100,455
Research and development		1,369,367		460,432
Rent		394,075		389,951
Other		775,910		947,557
Total services purchased from related parties		13,942,737		12,980,450
Selling and promotion		1,292,530		908,150
Supplies		842,490		654,943
Travel		847,395		731,087
Other purchased services		2,696,143		2,324,468
Depreciation and amortization		246,259		199,332
Other operating expenses		1,299,776		1,442,878
Total operating expenses		21,167,330		19,241,308
INCOME FROM OPERATIONS		3,896,742		8,892,443
OTHER INCOME		1,295,134		1,340,985
NET INCOME	$	5,191,876	$	10,233,428

See notes to unaudited financial statements.

MERITOR WABCO VEHICLE CONTROL SYSTEMS

STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED SEPTEMBER 30, 2008 AND 2007 (As Restated) (Unaudited)

	2008	**2007** (As Restated, see Note 9)
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 5,191,876	$ 10,233,428
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	1,164,188	1,233,541
Loss on disposal of assets	—	478
Provision for doubtful accounts	101,667	86,600
Change in assets and liabilities provided by (used in) cash:		
Trade and related-party accounts receivable	1,690,239	7,485,545
Inventories	661,521	6,827,267
Prepaid and other current assets	(364,592)	(14,602)
Trade and related-party accounts payable	(3,537,656)	(8,652,558)
Accrued liabilities	56,076	(818,254)
Net cash provided by operating activities	4,963,319	16,381,445
CASH FLOWS FROM INVESTING ACTIVITIES –		
Acquisition of property and equipment	(390,548)	(526,797)
CASH FLOWS FROM FINANCING ACTIVITIES –		
Partners’ distributions:		
Meritor Brake Systems, Inc.	(3,000,000)	(10,000,000)
WABCO Automotive Control Systems, Inc.	(3,000,000)	(10,000,000)
Net cash used in financing activities	(6,000,000)	(20,000,000)
NET DECREASE IN CASH AND CASH EQUIVALENTS	(1,427,229)	(4,145,352)
CASH AND CASH EQUIVALENTS – Beginning of year	2,288,727	6,434,079
CASH AND CASH EQUIVALENTS – End of year	$ 861,498	$ 2,288,727

See notes to unaudited financial statements.

MERITOR WABCO VEHICLE CONTROL SYSTEMS

NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED SEPTEMBER 30, 2008 AND 2007 (As Restated) (Unaudited)

1. FORMATION AND OWNERSHIP STRUCTURE

Description of the Business — Meritor WABCO Vehicle Control Systems (the “Company”) (formerly Rockwell WABCO Vehicle Control Systems) was formed on December 7, 1989, as a joint venture between WABCO Automotive Control Systems, Inc. (“WABCO”), a subsidiary of American Standard Inc., and Rockwell Brake Systems, Inc. (“Rockwell”), a subsidiary of Rockwell International (“Corporation”) (together, the “Partners”), and began operations on February 1, 1990. In 1997, Meritor Automotive, Inc. (“Meritor”) was spun out of Rockwell. As a part of this transaction, Rockwell’s partnership interest in the Company was transferred to Meritor Brake Systems, Inc. On July 31, 2007 WABCO spun from American Standard, Inc. As a part of this transaction, American Standard’s partnership interest in the Company was transferred to WABCO. The Company’s principal business is the sale of antilock braking and conventional air systems and other vehicle control systems for use on medium and heavy-duty trucks, buses, and trailers. Capital contributions and returns are made in equal proportions to maintain each Partner’s interest in the Company at 50%. All items of income or expense are allocated to the Partners in proportion to their respective cumulative capital contributions.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Inventories — Inventories are stated at the lower of cost or market, using standard costing, which approximates actual cost on a first-in, first-out basis. Inventory at September 30, 2008 and 2007, consists principally of components held for resale and includes approximately $7,583,000 and $8,260,000, respectively, of inventory inbound to the Company for which risk of loss has transferred.

Property and Equipment — Property and equipment is stated at cost. Depreciation on property and equipment is calculated using the straight-line method over the estimated useful lives of the assets, which are 3 to 25 years. Expenditures for maintenance and repairs are charged to operations. Expenditures for betterments or major renewals are capitalized and depreciated over their useful lives.

Revenue Recognition — The Company recognizes revenue upon shipment of product to customers when title and risk of loss pass to the customer.

Income Taxes — No provision for income taxes has been made as it is the Partners’ responsibility for federal, state, and local income taxes. As a joint venture, taxable income or loss is allocated to the partners based on their respective ownership percentages, in accordance with the Partnership Agreement. The Company currently has state tax obligations in the State of Michigan under the Single Business Tax regime (repealed as of January 1, 2008) that are not considered an income tax under the provisions of SFAS No. 109 *Accounting for Income Taxes* (“FAS 109”). On July 12, 2007, the Michigan legislature enacted the Michigan Business Tax and Michigan Gross Receipts Tax, effective January 1, 2008, both of which are considered an income tax under the provisions of FAS 109.

Warranty — Substantially all warranty claims are the responsibility of the product supplier. The Company processes claims on behalf of the product supplier. However, under a contractual arrangement the reimbursement to the Company of such warranty claims is based on a flat rate (.85%) of current year purchases from the product supplier. As a result of this agreement, the Company incurs warranty expense when the flat-rate recovery does not cover the amount of warranty claims processed. Warranty accruals are recorded based on historical claims paid and as a percentage of sales in the year the sale is made. As a result, $1,600,000 of warranty claims have been accrued as of

September 30, 2008 and 2007.

Estimates — The preparation of the Company's 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 disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

New Accounting Pronouncements — In September 2006, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 157, "Fair Value Measurements" which provides a definition of fair value, establishes a framework for measuring fair value and requires expanded disclosures about fair value measurements. In February 2008 the FASB approved FASB Staff Position (FSP) No. FAS 157-2, "Effective Date of FASB Statement No. 157" that permits companies to partially defer the effective date of SFAS No. 157 for one year for non-financial assets and non-financial liabilities that are recognized or disclosed at fair value in the financial statements on a nonrecurring basis. FSP No. FAS 157-2 does not permit companies to defer recognition and disclosure requirements for financial assets and financial liabilities or for non-financial assets and non-financial liabilities that are remeasured at least annually. SFAS No. 157 is effective for financial assets and financial liabilities and for non-financial assets and non-financial liabilities that are remeasured at least annually for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. The provisions of SFAS No. 157 will be applied prospectively and will not have a material impact on the Company's financial condition, results of operations or cash flows.

3. RELATED-PARTY TRANSACTIONS

The Company has no employees, but purchases employee and other services from the Partners. Total expenses for services from related parties during the years ended September 30, 2008 and 2007, recorded in cost of goods sold and other operating expenses were as follows:

	2008	2007
Meritor Brake Systems, Inc.	$ 20,676,280	$ 20,111,037
American Standard	—	1,546,035
WABCO	2,227,397	309,207
Total	$ 22,903,677	$ 21,966,279

Additionally, during the years ended September 30, 2008 and 2007, the Company purchased approximately $119,493,026 and $137,632,666, respectively, in productive inventory from related parties and recorded sales of approximately $45,287,054 and $31,771,840 to related parties, respectively.

The Company purchases a significant portion of productive inventory from related parties in Europe. All purchases are denominated in U.S. dollars. The Company has an agreement with certain of these related parties whereby if the difference between the currency exchange rate at the time of purchase and an agreed-upon currency exchange rate exceeds 3%, the purchase price is adjusted so that the currency exchange effect exceeding 3% is shared equally by both parties. The Company and the related parties settle all transactions on a monthly basis. The Company records the purchase price adjustments in Cost of Goods Sold, The Company incurred increased Cost of Goods Sold of approximately $3,655,000 and $1,221,700 in 2008 and 2007, respectively, as a result of these agreements.

4. SALES AND ACCOUNTS RECEIVABLE TO MAJOR CUSTOMERS

The Company had significant sales to three unrelated major customers in 2008 and 2007. Sales made to these customers as a percentage of total sales made by the Company during 2008 and 2007 are disclosed in the table below.

In addition, accounts receivable from these customers as of September 30, 2008 and 2007, is disclosed in the table (dollars in millions).

	2008			2007		
Customer	Percentage of Total Sales	Sales	Accounts Receivable	Percentage of Total Sales	Sales	Accounts Receivable
1	21%	$ 37	$ 2	24%	$ 50	$ 2
2	9	15	3	12	25	3
3	7	13	2	7	15	2

A majority of the Company's sales are to manufacturers of heavy-duty trucks and trailers. Subsequent to September 30, 2008, general economic conditions in the United States, where the Company sells its products, have worsened significantly. Many of the Company's automotive industry customers are unionized, and work stoppages or slowdowns experienced by them could have an adverse effect on the Company's results of operations. Substantially, all of the receivables are from companies operating in the domestic transportation equipment industry.

5. WARRANTYAND POLICY

The changes in the carrying amount of the Company's total warranty and policy liability for the years ended September 30, 2008 and 2007 were as follows:

	2008	2007
Beginning Balance	$ 1,600,000	$ —
Provisions	3,600,000	5,800,000
Payments	(8,800,000)	(7,600,000)
Recoveries	5,200,000	3,400,000
Ending Balance	$ 1,600,000	$ 1,600,000

Recoveries include reimbursements from the product suppliers under a flat-rate recovery agreement, campaigns and other arrangements.

6. CONTINGENCIES

The Company is involved in various legal proceedings, which arose in the ordinary course of its business. The Company believes it has valid defenses against such proceedings and has instructed its legal counsel to contest these matters vigorously. No estimates of potential liability to the Company can be determined at this time. No amounts have been recorded as a liability for these proceedings as of September 30, 2008.

7. PARTNERS' CAPITAL

The summary of partners' capital accounts for the years ended September 30, 2008 and 2007, is as follows:

	Meritor	WABCO	Total
Balance – September 30, 2006	$ 16,331,724	$ 16,331,724	$ 32,663,448