

WABCO Holdings Inc.

Form 4

August 05, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Michel Ulrich

(Last) (First) (Middle)

C/O WABCO HOLDINGS
INC., ONE CENTENNIAL
AVENUE

(Street)

PISCATAWAY, NJ 08855

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
WABCO Holdings Inc. [WBC]

3. Date of Earliest Transaction
(Month/Day/Year)
08/02/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Senior Vice President and CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	08/02/2013		S		4,827	D	\$ 80.02	22,123	D
Common Stock	08/02/2013		M		5,400	A	\$ 42.39	27,523	D
Common Stock	08/02/2013		S		3,500	D	\$ 80	24,023	D
Common Stock	08/02/2013		S		1,900	D	\$ 80.01	22,123	D
Common Stock	08/02/2013		M		11,900	A	\$ 42.39	34,023	D

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Common Stock	08/02/2013	S	11,900	D	\$ <u>(1)</u> 80.01	22,123	D
Common Stock	08/02/2013	M	11,979	A	\$ 27.37	34,102	D
Common Stock	08/02/2013	S	11,979	D	\$ <u>80</u> <u>(1)</u>	22,123	D

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

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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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 42.39	08/02/2013		M	5,400	<u>(2)</u> 02/22/2018	Common Stock	5,400
Stock Option (Right to Buy)	\$ 42.39	08/02/2013		M	11,900	<u>(3)</u> 02/22/2018	Common Stock	11,900
Stock Option (Right to Buy)	\$ 27.37	08/02/2013		M	11,979	<u>(4)</u> 02/22/2020	Common Stock	11,979

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Michel Ulrich			Senior Vice	

C/O WABCO HOLDINGS INC.
ONE CENTENNIAL AVENUE
PISCATAWAY, NJ 08855

President and
CFO

Signatures

/s/ Thomas P. Conaghan,
Attorney-in-Fact

08/05/2013

__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).

The transaction reported herein includes sales at a range of prices from \$80.00 to \$80.02. The reporting person undertakes to provide on

- (1) request detailed breakouts in order that the SEC Staff, the issuer or any security holder of the issuer can receive full information regarding the number of shares purchased or sold at each separate price.
- (2) Stock options vested in three equal installments, beginning February 22, 2009.
- (3) Stock options vested in four years, with 50% vesting on the third anniversary of the date of grant and the remaining 50% vesting on the fourth anniversary of the date of grant.
- (4) Stock options vested in three equal installments, beginning February 23, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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