

ESCULIER JACQUES

Form 4

October 25, 2017

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ESCULIER JACQUES

(Last) (First) (Middle)

C/O WABCO HOLDINGS
INC., 2770 RESEARCH DRIVE

(Street)

ROCHESTER HILLS, MI 48309

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

WABCO Holdings Inc. [WBC]

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

10/23/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chairman of the Board and CEO

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/23/2017		M	34,061	A \$ 59.26 312,079	D	
Common Stock	10/23/2017		S	44,191	D \$ 151.77 267,888	D	
Common Stock	10/23/2017		S	30,468	D \$ 152.77 237,420	D	
Common Stock	10/23/2017		S	19,402	D \$ 153.52 218,018	D	

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Common Stock	10/24/2017	M	5,155	A	\$ 59.26	223,173	D
Common Stock	10/24/2017	M	43,178	A	\$ 58.85	266,351	D
Common Stock	10/24/2017	S	61,565	D	\$ (4) 149.61	204,786	D
Common Stock	10/24/2017	S	15,175	D	\$ (5) 150.19	189,611	D
Common Stock	10/24/2017	S	1,593	D	\$ 153	188,018	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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		Amount or Number of Shares
Stock Option (Right to Buy)	\$ 59.26	10/23/2017		M	34,061	<u>(6)</u>	02/23/2021	Common Stock		34,061
Stock Option (Right to Buy)	\$ 59.26	10/24/2017		M	5,155	<u>(6)</u>	02/23/2021	Common Stock		5,155
Stock Option (Right to Buy)	\$ 58.85	10/24/2017		M	43,178	<u>(7)</u>	02/24/2022	Common Stock		43,178

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ESCULIER JACQUES C/O WABCO HOLDINGS INC. 2770 RESEARCH DRIVE ROCHESTER HILLS, MI 48309	X		Chairman of the Board and CEO	

Signatures

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

10/25/2017

__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) The transaction reported herein includes sales at a range of prices from \$151.27 to \$152.265. The reporting person undertakes to provide on 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 sold at each separate price.

(2) The transaction reported herein includes sales at a range of prices from \$152.27 to \$153.26. The reporting person undertakes to provide on 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 sold at each separate price.

(3) The transaction reported herein includes sales at a range of prices from \$153.28 to \$154.10. The reporting person undertakes to provide on 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 sold at each separate price.

(4) The transaction reported herein includes sales at a range of prices from \$149.01 to \$150.00. The reporting person undertakes to provide on 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 sold at each separate price.

(5) The transaction reported herein includes sales at a range of prices from \$150.01 to \$150.78. The reporting person undertakes to provide on 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 sold at each separate price.

(6) Stock options vested in three equal installments. The first installment vested on February 22, 2012, the second installment vested on February 22, 2013, and the third installment vested on February 22, 2014.

(7) Stock options vested in three equal installments. The first installment vested on February 14, 2013, the second installment vested on February 14, 2014, and the third installment vested on February 14, 2015.

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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