

WABCO Holdings Inc.

Form 4

October 29, 2012

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 *
STEBBINS DONALD J

(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)

10/26/2012

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/26/2012		A		25.685 <u>(1)</u>	A	\$ 58.4	9,679.237	I	Deferred Compensation Plan
Common Stock								3,780	I	Deferred Stock Units <u>(2)</u>
Common Stock								5,469.329	I	By Trust <u>(3)</u>

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEBBINS DONALD J C/O WABCO HOLDINGS INC. ONE CENTENNIAL AVENUE PISCATAWAY, NJ 08855	X			

Signatures

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

10/29/2012

__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) Represents meeting fee paid to non-management directors, receipt of which Director elected to defer pursuant to the WABCO Holdings Inc. Deferred Compensation Plan and which shares are allocated to Director's Stock Account under the Plan.

- The deferred stock units were granted as part of the reporting person's annual retainer. The deferred stock units equal the reporting person's portion of his retainer fee divided by the closing price of WABCO's common stock on the day preceding the grant date. Each whole deferred stock unit represents a contingent right to receive one share of WABCO common stock. The deferred stock units are 100% vested upon grant and shall be distributed in shares of common stock as soon as practicable following the earliest to occur of: (i) reporting person's death or Disability as defined in the Award Agreement; (ii) a "Change in Control" as defined in the Omnibus Incentive Plan; (iii) the reporting person's "separation from service" (as defined under applicable tax rules) from WABCO Holding Inc.; (iv) 13 months after the grant date; or (v) if elected by the reporting person, an "optional payment date" which may not be earlier than 5 years and one month after the grant date.

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- (3) Shares are held in a Rabbi trust for non-management directors. Director exercises voting rights but no rights to dispose until directorship terminates.

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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