

Thompson Michael E
Form 4
February 26, 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

OMB
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Thompson Michael E

(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)
02/22/2013

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 ____ Other (specify
below) below)
Vice President

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 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 ⁽¹⁾	02/22/2013		A	2,680	A \$ 0	26,565	D
Common Stock	02/22/2013		S	5,902	D \$ 67.87	20,663	D
Common Stock	02/22/2013		M	21,198	A \$ 11.75	41,861	D
Common Stock	02/22/2013		S	21,198	D \$ 67.86	20,663	D
	02/22/2013		M	11,732	A	32,395	D

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Common Stock					\$ 27.37		
Common Stock	02/22/2013	S	11,732	D	\$ 67.86 (3)	20,663	D
Common Stock	02/22/2013	M	11,837	A	\$ 11.75	32,500	D
Common Stock	02/22/2013	S	11,837	D	\$ 67.85 (4)	20,663	D
Common Stock	02/22/2013	M	3,113	A	\$ 42.39	23,776	D
Common Stock	02/22/2013	S	3,113	D	\$ 67.83 (5)	20,663	D
Common Stock	02/22/2013	F	450	D	\$ 68.1	20,213	D
Common Stock	02/25/2013	F	284	D	\$ 68.15	19,929	D

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

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SEC 1474
(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
Stock Option (Right to Buy)	\$ 11.75	02/22/2013		M	21,198	(6)	02/17/2019	Common Stock 21,198
Stock Option	\$ 27.37	02/22/2013		M	11,732	(7)	02/22/2020	Common Stock 11,732

(Right to
Buy)

Stock Option (Right to Buy)	\$ 11.75	02/22/2013	M	11,837	<u>(6)</u>	02/17/2019	Common Stock	11,837
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Stock Option (Right to Buy)	\$ 42.39	02/22/2013	M	3,113	<u>(8)</u>	02/22/2018	Common Stock	3,113
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thompson Michael E C/O WABCO HOLDINGS, INC. ONE CENTENNIAL AVENUE PISCATAWAY, NJ 08855			Vice President	

Signatures

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

02/26/2013

__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).

- (1) Pursuant to Restricted Stock Units that will vest, subject to the individual's continued employment with WABCO Holdings Inc., in three equal installments, beginning on February 22, 2014.

The transaction reported herein includes sales at a range of prices from \$67.75 to \$68.00. The reporting person undertakes to provide on

- (2) 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.

The transaction reported herein includes sales at a range of prices from \$67.75 to \$68.00. The reporting person undertakes to provide on

- (3) 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.

The transaction reported herein includes sales at a range of prices from \$67.75 to \$67.99. The reporting person undertakes to provide on

- (4) 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.

The transaction reported herein includes sales at a range of prices from \$67.75 to \$67.95. The reporting person undertakes to provide on

- (5) 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.

- (6) Stock options vested in three equal installments beginning on February 17, 2010.

- (7) Stock options vested in three equal installments beginning on February 22, 2011.

- (8) Stock options vested in three equal installments beginning on February 22, 2009.

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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