

WABCO Holdings Inc.

Form 4

February 26, 2014

**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 \*  
Campbell Jason

(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)  
02/24/2014

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)  
Controller & Interim 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 <sup>(1)</sup>	02/24/2014		A		1,008	A	\$ 0	2,079	D
Common Stock	02/24/2014		M		362	A	\$ 42.39	2,441	D
Common Stock	02/24/2014		S		362	D	\$ 100.62	2,079	D
Common Stock	02/24/2014		M		1,537	A	\$ 27.37	3,616	D
Common Stock	02/24/2014		S		1,437	D	\$ 100.64	2,179	D

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Common Stock	02/24/2014	S	100	D	\$ 100.65	2,079	D
Common Stock	02/24/2014	M	872	A	\$ 59.26	2,951	D
Common Stock	02/24/2014	S	272	D	\$ 100.67	2,679	D
Common Stock	02/24/2014	S	600	D	\$ 100.68	2,079	D
Common Stock	02/24/2014	M	720	A	\$ 58.85	2,799	D
Common Stock	02/24/2014	S	483	D	\$ 100.67	2,316	D
Common Stock	02/24/2014	S	237	D	\$ 100.68	2,079	D
Common Stock	02/24/2014	F	49	D	\$ 99.21	2,030	D
Common Stock	02/24/2014	F	131	D	\$ 99.21	1,899	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. Deemed Execution Date (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 42.39	02/24/2014		M		362		<u>(2)</u>	02/22/2018	Common Stock	362
	\$ 27.37	02/24/2014		M		1,537		<u>(3)</u>	02/22/2020		1,537

Stock Option (Right to Buy)								Common Stock	
Stock Option (Right to Buy)	\$ 59.26	02/24/2014	M	872	<u>(4)</u>	02/23/2021	Common Stock	872	
Stock Option (Right to Buy)	\$ 58.85	02/24/2014	M	720	<u>(5)</u>	02/14/2022	Common Stock	720	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Campbell Jason C/O WABCO HOLDINGS INC. ONE CENTENNIAL AVENUE PISCATAWAY, NJ 08855			Controller & Interim CFO	

## Signatures

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

02/26/2014

\_\_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 24, 2015.
- (2) Stock Options vested in three equal installments. The first installment vested on February 22, 2009, the second installment vested on February 22, 2010, and the third installment vested on February 22, 2011.
- (3) Stock Options vested in three equal installments. The first installment vested on February 22, 2011, the second installment vested on February 22, 2012, and the third installment vested on February 22, 2013.
- (4) Stock Options vested in three equal installments. The first installment vested on February 23, 2012, the second installment vested on February 23, 2013, and the third installment vested on February 23, 2014.
- Stock Options vest, subject to the individual's continued employment with WABCO Holdings Inc., in three equal installments. The first
- (5) installment vested on February 14, 2013, and the second installment vested on February 14, 2014. The third installment will vest 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.