

WABCO Holdings Inc.

Form 4

March 14, 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

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**ESCULIER JACQUES**

(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)  
**03/12/2014**

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	03/12/2014		M	69,960	A \$ 42.39	240,172	D
Common Stock	03/12/2014		S	69,960	D \$ 103.08	170,212	D
Common Stock	03/13/2014		M	30,000	A \$ 27.37	200,212	D
Common Stock	03/13/2014		S	30,000	D \$ 102.91	170,212	D

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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
Stock Option (Right to Buy)	\$ 42.39	03/12/2014		M	69,960	<u>(3)</u> 02/22/2018	Common Stock	69,960
Stock Option (Right to Buy)	\$ 27.37	03/13/2014		M	30,000	<u>(4)</u> 02/22/2020	Common Stock	30,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ESCUlier JACQUES C/O WABCO HOLDINGS INC. ONE CENTENNIAL AVENUE PISCATAWAY, NJ 08855	X		Chairman of the Board and CEO	

## Signatures

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

03/14/2014

\_\_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) The transaction reported herein includes sales at a range of prices from \$103.00 to \$103.21. 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

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regarding the number of shares sold at each separate price.

- The transaction reported herein includes sales at a range of prices from \$102.90 to \$103.00. The reporting person undertakes to provide
- (2) 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) 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.
  - (4) 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.

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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