

WABCO Holdings Inc.

Form 4

February 24, 2015

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rens Nick

(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)

02/20/2015

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 (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)
Common Stock ⁽¹⁾	02/20/2015		A	1,805	A \$ 0	9,982	D
Common Stock	02/20/2015		S	2,500	D \$ ⁽²⁾ 116.86	7,482	D
Common Stock	02/20/2015		M	2,303	A \$ 58.85	9,785	D
Common Stock	02/20/2015		S	248	D \$ 116.83	9,537	D
Common Stock	02/20/2015		S	2,055	D \$ 116.89	7,482	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. I Der Sec (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 58.85	02/20/2015		M	2,303	<u>(3)</u>	02/14/2022	Common Stock	2,303

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rens Nick C/O WABCO HOLDINGS INC. 2770 RESEARCH DRIVE ROCHESTER HILLS, MI 48309			Vice President	

Signatures

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

02/24/2015

**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 20, 2016.
- The transaction reported herein includes sales at a range of prices from \$116.79 to \$116.88. 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.

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- (3) 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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