WABCO Holdings Inc.

Check this box

if no longer

Form 4 May 29, 2008

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-

**OMB APPROVAL** 

gton, D.C. 20549 Number: Expires:

er: 3235-0287 January 31,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
Section 16.
Form 4 or

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

tion 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * MARTIN KENNETH J |          |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol WABCO Holdings Inc. [WBC] | 5. Relationship of Reporting Person(s) to Issuer   |  |  |
|--|----------|----------|--|--|--|--|
| (Last)   | (First)  | (Middle) | 3. Date of Earliest Transaction  | (Check all applicable)   |  |  |
| 69 GLENWILD ROAD   |          |          | (Month/Day/Year)<br>05/27/2008   | X Director 10% Owner Officer (give title below) Other (specify below)                                |  |  |
|  | (Street) |          | 4. If Amendment, Date Original   | 6. Individual or Joint/Group Filing(Check  |  |  |
| MADISON, N.  | J 07940  |          | Filed(Month/Day/Year)  | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |

| (City)                 | (State)                              | (Zip) Tak                     | ole I - Non-  | Derivative Sec   | curitie   | s Acquir                             | ed, Disposed of, o | or Beneficiall        | y Owned    |
|------------------------|--------------------------------------|-------------------------------|---|------------------|-----------|--------------------------------------|--------------------|-----------------------|------------|
| 1.Title of<br>Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if | 3. 4. Securities Acquired (A) Transaction Disposed of (D) |                  |           | 5. Amount of 6. Securities Ownership |                    | 7. Nature of Indirect |            |
| (Instr. 3)             |                                      | any                           | Code  | (Instr. 3, 4 an  | d 5)      |                                      | Beneficially       | Form:                 | Beneficial |
|                        |                                      | (Month/Day/Year)              | (Instr. 8)  |                  |           |                                      | Owned              | Direct (D)            | Ownership  |
|                        |                                      |                               |   |                  |           |                                      | Following          | or Indirect           | (Instr. 4) |
|                        |                                      |                               |   |                  | (A)       |                                      | Reported           | (I)                   |            |
|                        |                                      |                               |   |                  | (A)       |                                      | Transaction(s)     | (Instr. 4)            |            |
|                        |                                      |                               | Code V  | Amount           | or<br>(D) | Price                                | (Instr. 3 and 4)   |                       |            |
| Common<br>Stock        | 05/27/2008                           |                               | A   | 1,083.317<br>(1) | A         | \$<br>50.77                          | 2,106.828 (2)      | I                     | By Trust.  |

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: WABCO Holdings Inc. - Form 4

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5.         | 6. Date Exerc | cisable and | 7. Title and     | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|------------------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transactio | orNumber   | Expiration Da | ate         | Amount of        | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/   | Year)       | Underlying       | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivativ  | e             |             | Securities       | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities | 3             |             | (Instr. 3 and 4) |             | Owne   |
|             | Security    |                     |                    |            | Acquired   |               |             |                  |             | Follo  |
|             |             |                     |                    |            | (A) or     |               |             |                  |             | Repo   |
|             |             |                     |                    |            | Disposed   |               |             |                  |             | Trans  |
|             |             |                     |                    |            | of (D)     |               |             |                  |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |               |             |                  |             |        |
|             |             |                     |                    |            | 4, and 5)  |               |             |                  |             |        |
|             |             |                     |                    | Code V     | (A) (D)    | Date          | Expiration  | Title Amount     |             |        |
|             |             |                     |                    |            | ()         | Exercisable   | Date        | or               |             |        |
|             |             |                     |                    |            |            | 2             | 2           | Number           |             |        |
|             |             |                     |                    |            |            |               |             | of               |             |        |
|             |             |                     |                    |            |            |               |             | Shares           |             |        |

## **Reporting Owners**

| Reporting Owner Name / Address                            | Relationships |           |         |       |  |  |  |
|---|---------------|-----------|---------|-------|--|--|--|
| reporting owner runner runners                            | Director      | 10% Owner | Officer | Other |  |  |  |
| MARTIN KENNETH J<br>69 GLENWILD ROAD<br>MADISON, NJ 07940 | X             |           |         |       |  |  |  |

# **Signatures**

/s/ Thomas P. Conaghan, 05/29/2008 Attorney-in-Fact

> \*\*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) Shares of common stock awarded annually to non-management directors pursuant to the company's Director Compensation Program.
- Includes reinvestment of dividends paid on shares held in Rabbi trust for non-management directors.
- Shares are held in a Rabbi trust for non-management directors. Director exercises voting rights but no right to dispose until directorship

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.

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