

WABCO Holdings Inc.
Form 4
December 07, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HARDYMON JAMES F

(Last) (First) (Middle)

333 WEST VINE STREET, SUITE 300

(Street)

LEXINGTON, KY 40507

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WABCO Holdings Inc. [WBC]

3. Date of Earliest Transaction
(Month/Day/Year)
12/03/2009

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)

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 (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	12/03/2009		M	5,000 A \$ 11.15	5,000	D	
Common Stock					3,130.339 ⁽¹⁾	I	By Trust. ⁽²⁾
Common Stock ⁽³⁾					6,602 ⁽³⁾	D	

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

SEC 1474 (9-02)

number.

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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Stock Option	\$ 11.15	12/03/2009		M	5,000	08/01/2007 ⁽⁴⁾ 02/02/2010	Common Stock	5,000
Stock Option	\$ 16.56					08/01/2007 ⁽⁴⁾ 03/01/2011	Common Stock	5,000
Stock Option	\$ 17.48					08/01/2007 ⁽⁴⁾ 02/07/2012	Common Stock	5,000
Stock Option	\$ 19.93					08/01/2007 ⁽⁴⁾ 02/06/2013	Common Stock	4,300
Stock Option	\$ 30.76					08/01/2007 ⁽⁴⁾ 02/04/2014	Common Stock	3,600
Stock Option	\$ 38.06					08/01/2007 ⁽⁴⁾ 02/02/2015	Common Stock	2,333
Stock Option	\$ 32.38					08/01/2007 ⁽⁴⁾ 02/01/2016	Common Stock	1,166
Stock Option	\$ 48.64					⁽⁵⁾ 08/01/2017	Common Stock	3,640

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARDYMON JAMES F 333 WEST VINE STREET SUITE 300 LEXINGTON, KY 40507	X			

Signatures

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

12/07/2009

__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) Includes reinvestment of dividends paid on shares held in Rabbi trust for non-management directors.
- (2) Shares are held in a Rabbi trust for non-management directors. Director exercises voting rights but no right to dispose until directorship terminates.
- (3) Pursuant to Restricted Stock Units that will vest, subject to the individual's continued service on the board of WABCO Holdings Inc., in three annual increments on each of the first three anniversaries of the date of grant.

These stock option represented stock options granted to Mr. Hardymon by American Standard Companies Inc. that were equitably
- (4) converted into options to acquire WABCO common stock, and became immediately exercisable, on the date of WABCO's spin-off from American Standard Companies.
- (5) Vest in annual increments on each of the first three anniversaries from the grant date.

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.