WABCO Holdings Inc.

Check this box

if no longer

subject to

Section 16.

Form 4 May 27, 2010

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

**OMB APPROVAL** 

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

response...

**SECURITIES** 

Form 4 or Form 5 obligations may continue. See Instruction

1. Name and Address of Reporting Person \*

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

HARDYMON JAMES F			Symbol WABCO Holdings Inc. [WBC]				:1	Issuer					
(Last)	(First)  VINE STREET,	(Middle)		f Earliest Tr Day/Year)	_	,,,,,,	J	(Check all applicable)  _X_ Director 10% Owner Officer (give title Other (specify					
300	, 11 (2 8 11 22 1 ,	00112	0312112	010				below)	below)				
				nendment, Date Original				6. Individual or Joint/Group Filing(Check					
LEXINGTON, KY 40507			Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	rities Acq	Acquired, Disposed of, or Beneficially Owned					
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	) Execution any	med on Date, if Day/Year)	3. Transactio Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	d of (D) 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)				
Common Stock	05/27/2010			Code V A	Amount 1,921	(D)	Price \$ 28.64	1,921	I	Deferred Stock Units (1)			
Common Stock								6,437.459 (2)	I	By Trust.			
Common Stock								11,602 (4)	D				

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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# displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date	Title Number			
				G 1 17	(A) (D)				of		
				Code V	(A) (D)				Shares		

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
r	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

05/27/2010

\*\*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).

The deferred stock units were granted as part of the reporting person's annual retainer. The deferred stock units equal the reporting person's portion of his retainer fee divided by the closing price of WABCO's common stock on the day preceding the grant date. Each whole deferred stock unit represents a contingent right to receive one share of WABCO common stock. The deferred stock units are

- (1) 100% vested upon grant and shall be distributed in shares of common stock as soon as practicable following the earliest to occur of: (i) reporting person's death or Disability as defined in the Award Agreement; (ii) a "Change in Control" as defined in the Omnibus Incentive Plan; (iii) the reporting person's "separation from service" (as defined under applicable tax rules) from WABCO Holding Inc.; (iv) June 27, 2011; or (v) if elected by the reporting person, an "optional payment date" which may not be earlier than June 27, 2016.
- (2) Includes reinvestment of dividends paid on shares held in Rabbi trust for non-management directors.
- (3) Shares are held in a Rabbi trust for non-management directors. Director exercises voting rights but no right to dispose until directorship terminates.

**(4)** 

Reporting Owners 2

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Includes 6,602 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.

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.