

WABCO Holdings Inc.
Form 4
November 30, 2010

FORM 4

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

OMB APPROVAL

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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)
11/26/2010

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	11/26/2010		M	5,000 A \$ 16.56	5,000	D	
Common Stock					6,437.459 ⁽¹⁾	I	By Trust. ⁽²⁾
Common Stock ⁽³⁾					11,602 ⁽³⁾	D	
Common Stock					1,921	I	Deferred Stock Units ⁽⁴⁾

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

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whole deferred stock unit represents a contingent right to receive one share of WABCO common stock. The deferred stock units are 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.

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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