

DALOIA G PETER
Form 4
April 25, 2011

FORM 4

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

OMB APPROVAL

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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 *
DALOIA G PETER

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/21/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O WABCO HOLDINGS INC., ONE CENTENNIAL AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PISCATAWAY, NJ 08855

(City) (State) (Zip)

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)
			Code	V	Amount or Price		
Common Stock	04/21/2011		M		11,666 A \$ 38.06	23,308	D
Common Stock	04/21/2011		M		43,000 A \$ 19.93	66,308	D
Common Stock	04/21/2011		S		11,666 D \$ 68	54,642	D
Common Stock	04/21/2011		S		43,000 D \$ 67	11,642	D
Common Stock						1,921	I Deferred Stock

Common Stock	5,405.487 ⁽²⁾	I	Units ⁽¹⁾ By Trust ⁽³⁾
Common Stock	1,508.48	I	Deferred Comp Plan
Common Stock	4,080.105 ⁽⁴⁾	I	ESOP Savings Plan

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

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 38.06	04/21/2011		M	11,666	02/02/2007 02/02/2013	Common Stock	11,666	
Stock Option (Right to Buy)	\$ 19.93	04/21/2011		M	43,000	02/06/2006 02/06/2013	Common Stock	43,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DALOIA G PETER C/O WABCO HOLDINGS INC. ONE CENTENNIAL AVENUE	X			

PISCATAWAY, NJ 08855

Signatures

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

04/25/2011

__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 ends.
- (4) Shares held in Trane Inc.'s ESOP and Savings Plan.

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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