

ESCULIER JACQUES  
Form 4/A  
May 06, 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 \*  
ESCULIER JACQUES

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)  
C/O WABCO HOLDINGS  
INC., ONE CENTENNIAL  
AVENUE

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/03/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman of the Board and CEO

(Street)  
PISCATAWAY, NJ 08855

4. If Amendment, Date Original Filed(Month/Day/Year)  
05/05/2011

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

(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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	05/03/2011		M			13,333	A	\$ 29.52	140,535	D	
Common Stock	05/03/2011		S			13,333	D	\$ 73.1745	127,202	D	
Common Stock	05/03/2011		M			25,000	A	\$ 32.38	152,202	D	
Common Stock	05/03/2011		S			25,000	D	\$ 72.7863	127,202	D	
Common Stock	05/03/2011		M			6,916	A	\$ 11.75	134,118	D	

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Common Stock	05/03/2011	S	6,916	D	\$ 71.8485	127,202	D
Common Stock	05/03/2011	M	40,776	A	\$ 11.75	167,978	D
Common Stock	05/03/2011	S	40,776	D	\$ 72.0934	127,202	D
Common Stock	05/03/2011	M	30,000	A	\$ 27.37	157,202	D
Common Stock	05/03/2011	S	30,000	D	\$ 74.3	127,202	D
Common Stock	05/03/2011	M	30,171	A	\$ 11.75	157,373	D
Common Stock	05/03/2011	S	30,171	D	\$ 71.7608	127,202	D
Common Stock	05/03/2011	M	13,150	A	\$ 11.75	140,352	D
Common Stock	05/03/2011	S	13,150	D	\$ 72.6816	127,202	D

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)	\$ 29.52	05/03/2011		M	13,333	12/04/2003 12/04/2013	Common Stock	13,333	
Stock Option (Right to Buy)	\$ 32.38	05/03/2011		M	25,000	02/01/2006 02/01/2016	Common Stock	25,000	

Buy)

Stock Option (Right to Buy)	\$ 11.75	05/03/2011	M	6,916	(1)	02/17/2019	Common Stock	6,916
Stock Option (Right to Buy)	\$ 11.75	05/03/2011	M	40,776	(1)	02/17/2019	Common Stock	40,776
Stock Option (Right to Buy)	\$ 27.37	05/03/2011	M	30,000	(2)	02/22/2020	Common Stock	30,000
Stock Option (Right to Buy)	\$ 11.75	05/03/2011	M	30,171	(1)	01/17/2019	Common Stock	30,171
Stock Option (Right to Buy)	\$ 11.75	05/03/2011	M	13,150	(1)	02/17/2019	Common Stock	13,150

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ESCULIER JACQUES C/O WABCO HOLDINGS INC. ONE CENTENNIAL AVENUE PISCATAWAY, NJ 08855	X		Chairman of the Board and CEO	

## Signatures

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

05/06/2011

\*\*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).

(1) Stock options will vest in three equal installments, beginning February 17, 2010.

(2) Stock options will vest in three equal installments, beginning February 22, 2011.

### Remarks:

This Amended Form 4 is being filed to correct the grant and expiration dates for Rows 1 and 2 in Table II.

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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