ESCULIER JACQUES

Form 4 May 24, 2013

FORM 4

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

OMB 3235-0287 Number:

Estimated average

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

response...

burden hours per 0.5

10% Owner

Form 5 obligations may continue. See Instruction 1(b).

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**

(Middle)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First) WABCO Holdings Inc. [WBC]

(Check all applicable)

C/O WABCO HOLDINGS INC., ONE CENTENNIAL 3. Date of Earliest Transaction (Month/Day/Year)

X Director X_ Officer (give title Other (specify below)

AVENUE

4. If Amendment, Date Original

05/22/2013

Chairman of the Board and CEO 6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

PISCATAWAY, NJ 08855

(Street)

(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned
			Table 1 - Non-Delivative Secultures Actualieu, Disposeu of, of Delichcially Owned

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1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securition(A) or Dis (Instr. 3, 4	sposed	of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	05/22/2013		M	29,500	A	\$ 46.87	188,967	D	
Common Stock	05/22/2013		S	29,500	D	\$ 77.71 (1)	159,467	D	
Common Stock	05/22/2013		M	30,022	A	\$ 48.64	189,489	D	
Common Stock	05/22/2013		S	28,000	D	\$ 77.1 (2)	161,489	D	
	05/22/2013		S	2,022	D		159,467	D	

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Common Stock					\$ 77.75		
Common Stock	05/22/2013	M	10,947	A	\$ 48.64	170,414	D
Common Stock	05/22/2013	S	10,947	D	\$ 76.69 (3)	159,467	D
Common Stock	05/22/2013	M	36,500	A	\$ 48.64	195,967	D
Common Stock	05/22/2013	S	36,500	D	\$ 75.49 (4)	159,467	D
Common Stock	05/23/2013	M	3,500	A	\$ 48.64	162,967	D
Common Stock	05/23/2013	S	3,500	D	\$ 75.41 (5)	159,467	D

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

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SEC 1474 (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. Transactio Code (Instr. 8)	5. Number of orDerivative 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)	\$ 46.87	05/22/2013		M	29,500	<u>(6)</u>	02/05/2017	Common Stock	29,500
Stock Option (Right to Buy)	\$ 48.64	05/22/2013		M	30,022	<u>(7)</u>	08/01/2017	Common Stock	30,022

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Stock Option (Right to Buy)	\$ 48.64	05/22/2013	M	10,947	<u>(7)</u>	08/01/2017	Common Stock	10,947
Stock Option (Right to Buy)	\$ 48.64	05/22/2013	M	36,500	<u>(7)</u>	08/01/2017	Common Stock	36,500
Stock Option (Right to Buy)	\$ 48.64	05/23/2013	M	3,500	<u>(7)</u>	08/01/2017	Common Stock	3,500

Reporting Owners

Reporting Owner Name / Address	Relationships						
4	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

05/24/2013

**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 transaction reported herein includes sales at a range of prices from \$77.50 to \$77.85. The reporting person undertakes to provide on (1) request detailed breakouts in order that the SEC Staff, the issuer or any security holder of the issuer can receive full information regarding the number of shares sold at each separate price.
- The transaction reported herein includes sales at a range of prices from \$76.60 to \$77.36. The reporting person undertakes to provide on request detailed breakouts in order that the SEC Staff, the issuer or any security holder of the issuer can receive full information regarding the number of shares sold at each separate price.
- The transaction reported herein includes sales at a range of prices from \$76.61 to \$76.71. The reporting person undertakes to provide on request detailed breakouts in order that the SEC Staff, the issuer or any security holder of the issuer can receive full information regarding the number of shares sold at each separate price.
- The transaction reported herein includes sales at a range of prices from \$75.40 to \$75.69. The reporting person undertakes to provide on request detailed breakouts in order that the SEC Staff, the issuer or any security holder of the issuer can receive full information regarding the number of shares sold at each separate price.
- The transaction reported herein includes sales at a range of prices from \$75.40 to \$75.41. The reporting person undertakes to provide on request detailed breakouts in order that the SEC Staff, the issuer or any security holder of the issuer can receive full information regarding the number of shares sold at each separate price.
- (6) Options vested in three equal installments beginning February 5, 2008.
- (7) Options vested in three equal installments beginning August 1, 2008.

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