WABCO Holdings Inc.

Form 4 June 03, 2013

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICI

Expires: January 31, 2005

OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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Section 16. Form 4 or Form 5 obligations may continue.

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

See Instruction 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1 Name and Address of Departing De

1. Name and Address of Reporting Person SMITH MICHAEL T (Last) (First) (Middle) 17 WILLIAM CROWELL ROAD				2. Issuer Name and Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer				
				WABC	WABCO Holdings Inc. [WBC]						(Check all applicable)			
				3. Date of Earliest Transaction (Month/Day/Year) 05/30/2013						_X_ Director 10% Owner Officer (give title below) Other (specify below)				
(Street)				4. If Amer	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
DENNIS, MA 02638				Filed(Month/Day/Year)						Applicable Line) _X_ 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 (Month/Day/Yo	ear) Execution	med on Date, if Day/Year)	ate, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)		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	05/30/2013			A		733	A	\$ 75.12	4,513	I	Deferred Stock Units (1)		
	Common Stock									2,000	D			
	Common Stock									5,401.785 <u>(2)</u>	I	By Trust		
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.														
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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	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber Expiration Date		ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securi	ities	(Instr. 5)	Bene	
	Derivative				Securities	3		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m: .1	or		
						Exercisable	•	Title Number			
				~					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

SMITH MICHAEL T

17 WILLIAM CROWELL ROAD X
DENNIS, MA 02638

Signatures

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

06/03/2013

**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 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) 13 months after the grant date; or (v) if elected by the reporting person, an "optional payment date" which may not be earlier than 5 years and one month after the grant date.
- (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.

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