WABCO Holdings Inc.

Form 4 June 03, 2013

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

OMB APPROVAL OMB

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Check this box

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

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * STEBBINS DONALD J

(First)

(Street)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

WABCO Holdings Inc. [WBC]

(Check all applicable)

C/O WABCO HOLDINGS

INC., ONE CENTENNIAL

AVENUE

(Last)

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

05/30/2013

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

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

PISCATAWAY, NJ 08855

05/30/2013

(City)	(State)	(Zip) Ta	ble I - Non	-Derivative Securities A	cquired, Dispose	d of, or Bene	ficially Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transacti	on(A) or Disposed of (D)	Securities	Ownership	Indirect Beneficial

(Instr. 3) any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) (A) or

Beneficially Form: Ownership Owned Direct (D) (Instr. 4) **Following** or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)

I

Ι

I

Price Code V Amount (D)

733 A

4,513 75.12

Deferred Stock Units (1)

Common Stock

Common

Stock

9,729.523

Deferred Compensation

Plan

Common Stock

5,469.329

By Trust (2)

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

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required to respond unless the form displays a currently valid OMB control 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	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date		Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

Reporting Owners

Relationships

Reporting Owner Name / Address Officer Other Director Owner

STEBBINS DONALD J C/O WABCO HOLDINGS INC. ONE CENTENNIAL AVENUE PISCATAWAY, NJ 08855

X

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 ("DSUs") were granted as part of the reporting person's annual retainer. The DSUs equal the reporting person's equity retainer fee divided by the closing price of WABCO's common stock on the day before the grant date. Each whole deferred stock unit represents a contingent right to receive 1 share of WABCO common stock. The DSUs are 100% vested upon grant and must be

- issued in shares of common stock as soon as possible following the earliest to occur of: (i) the 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; or (iv) 13 months after the grant date, or, if chosen by the reporting person, an "optional payment date" which must be later than 5 years and 1 month after the grant date. Mr. Stebbins chose June 30, 2019 as his optional payment date.
- Shares are held in a Rabbi trust for non-management directors. Director exercises voting rights but no rights to dispose until directorship terminates.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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