WABCO Holdings Inc.

Form 4

August 26, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

2. Issuer Name and Ticker or Trading

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * Michel Ulrich

(First)

(State)

(Middle)

(Zip)

WABCO Holdings Inc. [WBC]

3. Date of Earliest Transaction (Month/Day/Year) 08/22/2013

C/O WABCO HOLDINGS INC.. ONE CENTENNIAL **AVENUE**

(Street)

Symbol

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

Senior Vice President and CFO

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

PISCATAWAY, NJ 08855

						•	´ •		•
1.Title of	2. Transaction Date		3.	4. Securit		•	5. Amount of	6.	7. Nature of
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Transactio Code	on(A) or Di (Instr. 3, 4		` ′	Securities Beneficially	Ownership Form: Direct	Indirect Beneficial
(msu. 5)		(Month/Day/Year)	(Instr. 8)	(mour. 5,	· una ·	·)	Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
					(A)		Reported Transaction(s)	(Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common					(D)	\$			
Stock	08/22/2013		M	15,433	A	42.39	37,556	D	
Common	08/22/2013		S	15,433	D	\$ 78.02	22,123	D	
Stock	00/22/2013		5	13,433	D	(1)	22,123	D	
						_			

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

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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. Transactic Code (Instr. 8)	5. Number of tiorDerivative 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)		8 1 9 (
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 42.39	08/22/2013		M		15,433	(2)	02/22/2018	Common Stock	15,433	

Reporting Owners

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer	Other				
Michel Ulrich C/O WABCO HOLDINGS INC. ONE CENTENNIAL AVENUE PISCATAWAY, NJ 08855			Senior Vice President and CFO					

Signatures

/s/ Thomas P. Conaghan,
Attorney-in-Fact
08/26/2013

**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 \$78.00 to \$78.07. 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.
- (2) Stock options vested in four years, with 50% vesting on the third anniversary of the date of grant and the remaining 50% vesting on the fourth anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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