WABCO Holdings Inc.

Form 4

November 13, 2013

FORM 4

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

OMB 3235-0287 Number:

Estimated average

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

January 31, Expires: 2005

0.5

OMB APPROVAL

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

response...

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

DALOIA G PETER

WABCO Holdings Inc. [WBC]

(Check all applicable)

(Last)

(Middle)

3. Date of Earliest Transaction

_X__ Director 10% Owner Officer (give title Other (specify

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

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Month/Day/Year)

11/11/2013

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

PISCATAWAY, NJ 08855

(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)	Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	11/11/2013		M	23,718	A	\$ 32.38	90,026	D	
Common Stock	11/11/2013		S	23,718	D	\$ 87.25 (1)	66,308	D	
Common Stock	11/12/2013		M	23,105	A	\$ 32.38	89,413	D	
Common Stock	11/12/2013		S	23,105	D	\$ 86.33	66,308	D	

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Common Stock	11/13/2013	M	3,177	A	\$ 32.38	69,485	D	
Common Stock	11/13/2013	S	3,177	D	\$ 85.99 (3)	66,308	D	
Common Stock						1,783	I	Deferred Stock Units (4)
Common Stock						5,405.487 (5)	I	By Trust (6)
Common Stock						4,080.105	I	ESOP Savings Plan (7)
Common Stock						1,508.48	I	Deferred Compensation Plan

(e.g., puts, calls, warrants, options, convertible securities)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

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 ctionDerivative Securities 8) 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)	\$ 32.38	11/11/2013		M		23,718	(8)	02/01/2016	Common Stock	23,718
Stock Option (Right to Buy)	\$ 32.38	11/12/2013		M		23,105	(8)	02/01/2016	Common Stock	23,105
Stock Option (Right to Buy)	\$ 32.38	11/13/2013		M		3,177	(8)	02/01/2016	Common Stock	3,177

(9-02)

Reporting Owners

Relationships

Reporting Owner Name / Address

Director Owner Officer Other

DALOIA G PETER C/O WABCO HOLDINGS INC. ONE CENTENNIAL AVENUE PISCATAWAY, NJ 08855

X

Signatures

(4)

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

11/13/2013

**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 \$87.04 to \$87.40. 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 \$86.25 to \$86.57. 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 \$85.00 to \$86.00. 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 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 one 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

- (5) Includes reinvestment of dividends paid on shares held in Rabbi trust for non-management directors.
- Shares are held in a Rabbi trust for non-management directors. Director exercises voting rights but has no right to dispose until directorship ends.
- (7) Shares held in Trane Inc.'s ESOP and Savings Plan.

years and 1 month after the grant date.

(8) Stock Options vested in three equal installments on February 1, 2007, February 1, 2008, and June 30, 2008.

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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