

WABCO Holdings Inc.
Form 4
May 27, 2014

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *
DALOIA G PETER

(Last) (First) (Middle)

C/O WABCO HOLDINGS INC., ONE CENTENNIAL AVENUE

(Street)

PISCATAWAY, NJ 08855

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WABCO Holdings Inc. [WBC]

3. Date of Earliest Transaction (Month/Day/Year)
05/22/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	05/22/2014		A	835 A \$ 107.88	2,618	I	Deferred Stock Units ⁽¹⁾
Common Stock					5,405.487 ⁽²⁾	I	By Trust ⁽³⁾
Common Stock					4,080.105	I	ESOP Savings Plan ⁽⁴⁾
Common Stock					1,508.48	I	Deferred Compensation Plan
					66,308	D	

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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. D'Aloia chose June 22, 2025 as his optional payment 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 has no right to dispose until directorship ends.
- (4) Shares held in Trane Inc.'s ESOP and Savings Plan.

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