Edgar Filing: WABCO Holdings Inc. - Form 4

WABCO Ho Form 4	oldings Inc.										
December 0	9, 2014										
FORM 4 UNITED STATES SE				CURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 HANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					OMB APPROVAL OMB 3235-0287 Number: January 31, Expires: January 31, 2005 Estimated average burden hours per response 0.5		
Form 5 obligatio may com <i>See</i> Instr 1(b).	ns Section 17	7(a) of the	Public U		ding Cor	npan	y Act of	e Act of 1934, 1935 or Sectior 0	•	0.0	
(Print or Type]	Responses)										
Reilly David Nicholas Symbol				issuer Name and Ticker or Trading bol BCO Holdings Inc. [WBC]				5. Relationship of Reporting Person(s) to Issuer			
	(First) CO HOLDINGS RESEARCH D			f Earliest Tr Day/Year) 2014	ransaction			(Check X_ Director Officer (give t below)) Owner r (specify	
				nendment, Date Original Ionth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
ROCHEST	ER, MI 48309							Person	ore than One Rej	porting	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secur	ities Acqu	uired, Disposed of	, or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year) Execution any	ned n Date, if Day/Year)	3. Transactic Code (Instr. 8) Code V	(Instr. 3,	sposed	d of (D)	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)	
Common Stock (1)	12/05/2014			А	476	А	\$ 105.15	476	D		

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

Persons who respond to the collection of 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

 (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. Transactio Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	;	Date	Under Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Reilly David Nicholas C/O WABCO HOLDINGS INC. 2770 RESEARCH DRIVE ROCHESTER, MI 48309	Х						
Signatures							
/s/ Thomas P. Conaghan, Attorney-in-Fact	12/09/2014						
**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 100% vested upon grant and shall be distributed in shares of common stock as soon as practicable following the earliest to occur of: (i)

(1) 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 Holdings 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 five years and one month after the grant date.

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.