

WABCO Holdings Inc.  
Form 4  
December 07, 2009

**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 \*  
HARDYMON JAMES F

(Last) (First) (Middle)

333 WEST VINE STREET, SUITE 300

(Street)

LEXINGTON, KY 40507

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/03/2009

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 12/03/2009                           |  | M                              | 5,000 A \$ 11.15  | 5,000   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 3,130.339 <sup>(1)</sup>  | I  | By Trust. <sup>(2)</sup>          |
| Common Stock <sup>(3)</sup>     |                                      |  |                                |   | 6,602 <sup>(3)</sup>  | D  |                                   |

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

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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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities (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) | Amount or Number of Shares |       |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|-------|
|  |  |                                      |  | Code                           | V (A) (D)  | Date Exercisable   | Expiration Date   | Title                      |       |
| Stock Option                               | \$ 11.15   | 12/03/2009                           |  | M                              | 5,000  | 08/01/2007 <sup>(4)</sup>                                | 02/02/2010  | Common Stock               | 5,000 |
| Stock Option                               | \$ 16.56   |                                      |  |                                |  | 08/01/2007 <sup>(4)</sup>                                | 03/01/2011  | Common Stock               | 5,000 |
| Stock Option                               | \$ 17.48   |                                      |  |                                |  | 08/01/2007 <sup>(4)</sup>                                | 02/07/2012  | Common Stock               | 5,000 |
| Stock Option                               | \$ 19.93   |                                      |  |                                |  | 08/01/2007 <sup>(4)</sup>                                | 02/06/2013  | Common Stock               | 4,300 |
| Stock Option                               | \$ 30.76   |                                      |  |                                |  | 08/01/2007 <sup>(4)</sup>                                | 02/04/2014  | Common Stock               | 3,600 |
| Stock Option                               | \$ 38.06   |                                      |  |                                |  | 08/01/2007 <sup>(4)</sup>                                | 02/02/2015  | Common Stock               | 2,333 |
| Stock Option                               | \$ 32.38   |                                      |  |                                |  | 08/01/2007 <sup>(4)</sup>                                | 02/01/2016  | Common Stock               | 1,166 |
| Stock Option                               | \$ 48.64   |                                      |  |                                |  | <sup>(5)</sup>   | 08/01/2017  | Common Stock               | 3,640 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| HARDYMON JAMES F<br>333 WEST VINE STREET<br>SUITE 300<br>LEXINGTON, KY 40507 | X             |           |         |       |

## Signatures

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

12/07/2009

\_\_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).
- (1) Includes reinvestment of dividends paid on shares held in Rabbi trust for non-management directors.
- (2) Shares are held in a Rabbi trust for non-management directors. Director exercises voting rights but no right to dispose until directorship terminates.
- (3) Pursuant to Restricted Stock Units that will vest, subject to the individual's continued service on the board of WABCO Holdings Inc., in three annual increments on each of the first three anniversaries of the date of grant.  
  
These stock option represented stock options granted to Mr. Hardymon by American Standard Companies Inc. that were equitably
- (4) converted into options to acquire WABCO common stock, and became immediately exercisable, on the date of WABCO's spin-off from American Standard Companies.
- (5) Vest in annual increments on each of the first three anniversaries from 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.