

DALOIA G PETER  
Form 4  
February 16, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
02/15/2011

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

C/O WABCO HOLDINGS INC., ONE CENTENNIAL AVENUE

(Street)

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

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

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)	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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/15/2011		M	50,000 A \$ 17.48	61,642	D	
Common Stock	02/15/2011		M	9,333 A \$ 34.42	70,975	D	
Common Stock	02/15/2011		S	59,333 D \$ 65.0433 (1)	11,642	D	
Common Stock					1,921	I	Deferred Stock Units (2)

Common Stock	5,405.487 <sup>(3)</sup> I	By Trust <sup>(4)</sup>
Common Stock	1,508.48 I	Deferred Comp Plan
Common Stock	4,080.105 <sup>(5)</sup> I	ESOP Savings Plan

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

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(9-02)

**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 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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Stock Option (Right to Buy)	\$ 34.42	02/15/2011		M	9,333	07/07/2005 07/07/2012	Common Stock	9,333
Stock Option (Right to Buy)	\$ 17.48	02/15/2011		M	50,000	02/07/2003 02/07/2012	Common Stock	50,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DALOIA G PETER C/O WABCO HOLDINGS INC. ONE CENTENNIAL AVENUE PISCATAWAY, NJ 08855	X			

## Signatures

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

02/16/2011

\_\_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 \$65.00 to \$65.38. 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 purchased or sold at each separate price.
- (1)

- 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
- (2) 100% vested upon grant and shall be distributed in shares of common stock as soon as practicable following the earliest to occur of: (i) 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 Holding Inc.; (iv) June 27, 2011; or (v) if elected by the reporting person, an "optional payment date" which may not be earlier than June 27, 2016.
  - (3) Includes reinvestment of dividends paid on shares held in Rabbi trust for non-management directors.
  - (4) Shares are held in a Rabbi trust for non-management directors. Director exercises voting rights but no right to dispose until directorship ends.
  - (5) Shares held in Trane Inc.'s ESOP and Savings Plan.

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.