

WABCO Holdings Inc.
Form 4
February 26, 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 *
Varty Nikhil M

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)

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

President, Americas & VP, M&A

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock ⁽¹⁾	02/24/2014		A	2,016 A \$ 0	16,987	D	
Common Stock	02/24/2014		F	285 D \$ 99.21	16,702	D	
Common Stock	02/24/2014		F	255 D \$ 99.21	16,447	D	
Common Stock	02/25/2014		S	708 D \$ 99.91	15,739	D	
Common Stock	02/25/2014		S	300 D \$ 99.92	15,439	D	

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Common Stock	02/25/2014	M	2,688	A	\$ 59.26	18,127	D
Common Stock	02/25/2014	S	2,688	D	\$ 99.9 (2)	15,439	D

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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 59.26	02/25/2014		M	2,688	(3) 02/23/2021	Common Stock	2,688

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Varty Nikhil M C/O WABCO HOLDINGS INC. ONE CENTENNIAL AVENUE PISCATAWAY, NJ 08855			President, Americas & VP, M&A	

Signatures

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

02/26/2014

**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).
- (1) Pursuant to Restricted Stock Units that will vest, subject to the individual's continued employment with WABCO Holdings Inc., in three equal installments, beginning on February 24, 2015.

The transaction reported herein includes sales at a range of prices from \$99.84 to \$99.95. 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.
- (2) Stock Options vested in three equal installments. The first installment vested on February 23, 2012, the second installment vested on February 23, 2013, and the third installment vested on February 23, 2014.
- (3)

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.