

WABCO Holdings Inc.  
Form 4  
February 25, 2014

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Rens Nick

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)

C/O WABCO HOLDINGS INC., ONE CENTENNIAL AVENUE

02/21/2014

Vice President

(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 Beneficial Ownership (Instr. 4) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |   |
| Common Stock                    | 02/21/2014                           |  | M                              |   | 2,303   | A  | \$ 58.85 25,051                                       | D |
| Common Stock                    | 02/21/2014                           |  | S                              |   | 2,303   | D  | \$ 99.26 (1) 22,748                                   | D |
| Common Stock (2)                | 02/24/2014                           |  | A                              |   | 2,016   | A  | \$ 0 24,764   | D |
| Common Stock                    | 02/24/2014                           |  | M                              |   | 1,743   | A  | \$ 59.26 26,507                                       | D |
| Common Stock                    | 02/24/2014                           |  | S                              |   | 1,743   | D  | \$ 100.56 24,764                                      | D |

(3)

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

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SEC 1474  
(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 (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)                | \$ 58.85   | 02/21/2014                           |  | M                              | 2,303  | <u>(4)</u> 02/14/2022                                    | Common Stock  | 2,303                         |
| Stock Option (Right to Buy)                | \$ 59.26   | 02/24/2014                           |  | M                              | 1,743  | <u>(5)</u> 02/23/2021                                    | Common Stock  | 1,743                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| Rens Nick<br>C/O WABCO HOLDINGS INC.<br>ONE CENTENNIAL AVENUE<br>PISCATAWAY, NJ 08855 |               |           | Vice President |       |

## Signatures

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

02/25/2014

\*\*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) The transaction reported herein includes sales at a range of prices from \$99.25 to \$99.31. 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) 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

(3) The transaction reported herein includes sales at a range of prices from \$100.55 to \$100.60. 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.

(4) Stock options vest, subject to the individual's continued employment with WABCO Holdings Inc., in three equal installments. The first installment vested on February 14, 2013, and the second installment vested on February 14, 2014. The third installment will vest on February 14, 2015.

(5) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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