

Varty Nikhil M
Form 4
March 14, 2011

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)
C/O WABCO HOLDINGS INC., ONE CENTENNIAL AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
03/11/2011

____ Director
 Officer (give title below) _____ Other (specify below)
Vice President

(Street)
PISCATAWAY, NJ 08855

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

(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)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	03/11/2011		M			1,670	A	\$ 38.06	26,753	D	
Common Stock	03/11/2011		D			1,670	D	\$ 58.1158	25,083	D	
Common Stock	03/11/2011		M			19,134	A	\$ 11.75	44,217	D	
Common Stock	03/11/2011		D			19,134	D	\$ 58.2181	25,083	D	
Common Stock	03/11/2011		M			6,830	A	\$ 27.37	31,913	D	

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Common Stock	03/11/2011	D	6,830	D	\$ 57.66	25,083	D
Common Stock	03/11/2011	M	10,939	A	\$ 11.75	36,022	D
Common Stock	03/11/2011	D	10,939	D	\$ 58.1128	25,083	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)	\$ 38.06	03/11/2011		M	1,670	<u>(1)</u> 02/02/2015	Common Stock	1,670
Stock Option (Right to Buy)	\$ 11.75	03/11/2011		M	19,134	<u>(2)</u> 02/17/2019	Common Stock	19,134
Stock Option (Right to Buy)	\$ 27.37	03/11/2011		M	6,830	<u>(3)</u> 02/22/2020	Common Stock	6,830
Stock Option (Right to Buy)	\$ 11.75	03/11/2011		M	10,939	<u>(4)</u> 02/17/2019	Common Stock	10,939

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Varty Nikhil M
C/O WABCO HOLDINGS INC.
ONE CENTENNIAL AVENUE
PISCATAWAY, NJ 08855

Vice
President

Signatures

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

03/14/2011

__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).
- (1) Stock options vested in three equal installments on February 2, 2006, February 2, 2007 and February 2, 2008.
- (2) Stock options vested or will vest in three equal installments on February 17, 2010, February 17, 2011, and February 17, 2012.
- (3) Stock options vested or will vest in three equal installments on February 22, 2011, February 22, 2012, and February 22, 2013.
- (4) Stock options vested or will vest in three equal installments on February 17, 2010, February 17, 2011, and February 17, 2012.

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.