

Varty Nikhil M
Form 4
May 11, 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)

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

(Last) (First) (Middle)
C/O WABCO HOLDINGS INC., ONE CENTENNIAL AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
05/09/2011

(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	05/09/2011		M	2,830	A	\$ 38.06	27,913 D
Common Stock	05/09/2011		S	2,830	D	\$ 71.3 (1)	25,083 D
Common Stock	05/09/2011		M	4,000	A	\$ 32.38	29,083 D
Common Stock	05/09/2011		S	4,000	D	\$ 71.33 (2)	25,083 D
	05/10/2011		M	15,662	A		40,745 D

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Common Stock						\$ 42.39	
Common Stock	05/10/2011		S	15,662	D	\$ 72.5	25,083 D
Common Stock	05/10/2011		M	16,756	A	\$ 42.39	41,839 D
Common Stock	05/10/2011		S	16,756	D	\$ 72.5	25,083 D

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

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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	05/09/2011		M	2,830	<u>(3)</u> 02/02/2015	Common Stock	2,830
Stock Option (Right to Buy)	\$ 32.38	05/09/2011		M	4,000	<u>(3)</u> 02/01/2016	Common Stock	4,000
Stock Option (Right to Buy)	\$ 42.39	05/10/2011		M	15,662	<u>(4)</u> 02/22/2018	Common Stock	15,662
Stock Option (Right to Buy)	\$ 42.39	05/10/2011		M	16,756	<u>(5)</u> 02/22/2018	Common Stock	16,756

