#### HOWELL MICHAEL W D

Form 4 May 21, 2013

# FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

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January 31, 2005

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**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* HOWELL MICHAEL W D

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

below)

WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORP [WAB]

(Check all applicable)

(First)

(Street)

(State)

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

10% Owner \_ Other (specify Officer (give title

1001 AIR BRAKE AVENUE 05/20/2013

(Zin)

(Middle)

4. If Amendment, Date Original

Applicable Line)

\_X\_\_ Director

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

WILMERDING, PA 15148

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi oror Dispo (Instr. 3,	sed of 4 and (A) or	` '	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)
Common Stock - Direct	05/20/2013		M	4,000	A	\$ 39.725	9,558.585	D	
Common Stock - Direct	05/20/2013		S	4,000	D	\$ 111.178 <u>(1)</u>	5,558.585	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)	ransaction Derivative ode Securities		Expiration Date		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Share
Non-Qualified Stock Options	\$ 39.725	05/20/2013		M		4,000	01/02/2012	01/02/2019	Common Stock	4
Phantom Stock (2)	<u>(3)</u>						(3)	(3)	Common Stock	5,42

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Transfer de la companya de la compan	Director	10% Owner Officer		Othe			
HOWELL MICHAEL W D 1001 AIR BRAKE AVENUE WILMERDING, PA 15148	X						

### **Signatures**

David M. Seitz, POA for Michael W. D. 05/21/2013 Howell

> \*\*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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$111.09 to \$111.27 inclusive. The reporting person undertakes to provide to Westinghouse Air Brake Technologies Corporation ("Wabtec"), any security holder of Wabtec, or the staff of the Securities and Exchange Commission, upon request, full information

- regarding the number of shares sold at each separate price within the range set forth in footnote (1) to this Form 4.
- (2) Each share of Phantom Stock represents a right to receive one share of common stock of the issuer.

The phantom stock becomes payable according to the election of payment designation that was filed by the reporting person subject to the Westinghouse Air Brake Technologies Corporation Deferred Compensation Plan for Executive Officers and Directors. Such payment will be either lump sum or in annual installments commencing on the separation from service payment commencement date as defined in the Plan, and as elected by the reporting person.

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.

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