SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
nstruction 1(b)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden 0.5 hours per response:

1. Name and Address <u>NAPIER JAM</u>	1 8		2. Issuer Name and Ticker or Trading Symbol WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORP [WAB]		tionship of Reporting Perso all applicable) Director Officer (give title	on(s) to Issuer 10% Owner Other (specify
(Last) 1001 AIR BRAKI	(First) E AVENUE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/13/2010		below)	below)
(Street) WILMERDING (City)	PA (State)	15148 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing Form filed by One Repo Form filed by More than Person	rting Person

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)	Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150. 4)
Common Stock - Direct ⁽¹⁾	05/13/2010		Α		1,016.78	Α	(2)	19,516.78	D	

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. Transa Code (8)		Derivative		6. Date Exerc Expiration Da (Month/Day/N	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Phantom Stock ⁽³⁾	(4)	05/13/2010		A		1,016.78		(5)	(5)	Common Stock	1,016.78	\$0.00	1,016.78	D	

Explanation of Responses:

1. Stock grant carries a one year restriction.

2. Stock was granted as part of Director's compensation package. Average of high and low price on 5/13/2010 was \$49.18.

3. The reporting person deferred the receipt of 1,016.78 shares of restricted stock, pursuant to the Westinghouse Air Brake Technologies Corporation Deferred Compensation Plan for Executive Officers and Directors

4. Each share of Phantom Stock represents a right to receive one share of common stock of the issuer.

5. 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.

Remarks:

David M. Seitz, POA for James 05/13/2010

** Signature of Reporting Person

Date

Napier

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. * 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). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.