

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported) July 19, 2006**

**WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**1-13782**

(Commission File Number)

**25-1615902**

(IRS Employer Identification No.)

**1001 Airbrake Avenue  
Wilmerding, Pennsylvania**  
(Address of Principal Executive Offices)

**15148**  
(Zip Code)

**(412) 825-1000**

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02. Results of Operations and Financial Condition.**

On July 25, 2006, the Company issued a press release reporting, among other things, the Company's financial results for the quarter ended June 30, 2006. A copy of this press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Item 2.02 by reference.

In accordance with General Instruction B.2 of Form 8-K, the information furnished pursuant to this Item 2.02 in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing, and as set forth in Item 8.01 herein.

**Item 2.05. Costs Associated with Exit or Disposal Activities.**

On July 19, 2006, the Company's Board of Directors approved a restructuring plan to improve the profitability and efficiency of certain business units. As part of the plan, the Company will downsize two of its Canadian plants, in Stoney Creek and Wallaceburg, by moving production to lower-cost facilities and outsourcing.

The restructuring plan includes expenses of about \$11 million pre-tax, primarily for pension-related accounting charges estimated to be \$ 8.9 million and fixed asset writedowns estimated to be \$ 1.7 million. These expenses, approximately \$8 million of which are non-cash, will be recorded in the second half of 2006 and the first half of 2007, in accordance with accounting and regulatory guidelines. The company expects to realize a payback of less than one year on cash restructuring expenses, which are expected to be about \$3 million. A copy of the press release announcing this matter is attached hereto as Exhibit 99.1 and the portion entitled "Restructuring Plan" is incorporated into this Item 2.05 by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibit is furnished and portions thereof are filed (as described in Item 2.05) with this report on Form 8-K:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated July 25, 2006.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WESTINGHOUSE AIR BRAKE  
TECHNOLOGIES CORPORATION

By: /s/ Alvaro Garcia-Tunon

Alvaro Garcia-Tunon  
Chief Financial Officer

Date: July 25, 2006

**EXHIBIT INDEX**

<u>Number</u>	<u>Description</u>	<u>Method of Filing</u>
99.1	Press release dated July 25, 2006.	Filed herewith.



1001 Air Brake Avenue  
 Wilmerding, PA 15148  
 Phone: 412.825.1543  
 Fax: 412.825.1789

**Press  
 Release**

Contact: Tim Wesley at (412) 825-1543

**Wabtec EPS Up 34 Percent In Second Quarter, On Sharply Higher Margins;  
 Company Announces Restructuring Plan**

WILMERDING, Pa., July 25, 2006 — Wabtec Corporation (NYSE: WAB) today announced that its second quarter 2006 earnings per diluted share increased 34 percent compared to the year-ago quarter, the ninth consecutive quarter the company has reported an earnings increase. Wabtec also affirmed its guidance for 2006 full-year earnings per diluted share of about \$1.60, excluding expenses for restructuring actions that the company is taking this year. (See "Restructuring Plan" on page 2.)

"The company's operating performance in the second quarter was strong, with our gross margin more than 4 percentage points higher than the year-ago quarter," said Albert J. Neupaver, Wabtec's president and chief executive officer. "This margin performance demonstrates that we are making meaningful progress in our efforts to improve Wabtec's cost structure. As anticipated, these efforts are driving substantial earnings growth in a year when our sales are stable at a high level. With demand expected to remain strong in our freight markets and with a record multiyear backlog of more than \$1 billion – a significant portion of which represents transit projects with deliveries accelerating next year – we are optimistic about Wabtec's growth prospects in 2007 and beyond."

**2006 Second Quarter Results**

In the 2006 second quarter, Wabtec had earnings per diluted share of 43 cents and net income of \$21.1 million, compared to earnings per diluted share of 32 cents and net income of \$15.2 million in the year-ago quarter. The improved results were primarily due to sharply higher margins.

Sales were \$261.9 million, about the same as the first quarter of 2006, but 1.7 percent lower than the prior-year quarter, which was \$266.3 million. Gross margin was 29.3 percent compared to 24.9 percent for the year-ago quarter and 28.6 percent in the first quarter of 2006. The increase compared to the year-ago quarter resulted primarily from the company's efforts to lower costs, including strategic sourcing and lean manufacturing initiatives; improved profitability on a locomotive modules contract, which incurred a loss in the 2005 second quarter; and a favorable product mix.

Operating expenses increased slightly because of the recognition of stock-based compensation expense under FAS-123 (R), in 2006. Interest expense, net decreased by \$1.7 million, due to the company's higher interest income during the 2006 quarter. Other expense, net increased to \$1.6 million, primarily due to a foreign exchange loss. The company accrued income tax expense at a rate of 35 percent in the 2006 quarter compared to 36.3 percent in the year-ago quarter.



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# Press Release

During the quarter, the company increased cash by \$47.4 million, mainly through cash from operations. At June 30, 2006, the company had cash of \$238.9 million and debt of \$150 million, compared to cash of \$141.4 million and debt of \$150 million at Dec. 31, 2005.

## Restructuring Plan

The company's Board of Directors has approved a restructuring plan to improve the profitability and efficiency of certain business units. As part of the plan, Wabtec will downsize two of its Canadian plants, in Stoney Creek and Wallaceburg, by moving production to lower-cost facilities and outsourcing.

The restructuring plan includes expenses of about \$11 million pre-tax, primarily for pension-related accounting charges and fixed asset writedowns. These expenses, most of which are non-cash, will be recorded in the second half of 2006 and the first half of 2007, in accordance with accounting and regulatory guidelines. The company expects to realize a payback of less than one year on cash restructuring expenses, which are expected to be about \$3 million.

Wabtec Corporation ([www.wabtec.com](http://www.wabtec.com)) is a global provider of value-added, technology-based products and services for the rail industry.

This press release contains forward-looking statements, such as the statements regarding the company's expectations about future earnings. The company's actual results could differ materially from the results suggested in any forward-looking statement. Factors that could cause or contribute to these material differences include, but are not limited to, a slowdown in the North American economy; a decrease in freight rail or passenger rail traffic; an increase in manufacturing costs, especially raw materials; and other factors contained in the company's regulatory filings, which are herein incorporated by reference. The company assumes no obligation to update these forward-looking statements or advise of changes in the assumptions on which they were based.

**The company will conduct a conference call with analysts at 2 p.m., eastern time, today. To listen to the call via webcast, please go to [www.wabtec.com](http://www.wabtec.com).**

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**WABTEC CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS**  
**FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2006 AND 2005**  
**(DOLLARS IN THOUSANDS EXCEPT PER SHARE DATA)**  
**(UNAUDITED)**

	Second Quarter 2006	Second Quarter 2005	For the Six Months 2006	For the Six Months 2005
Net sales	\$ 261,902	\$ 266,297	\$ 524,311	\$ 508,097
Cost of sales	(185,161)	(200,122)	(372,480)	(384,910)
Gross profit	76,741	66,175	151,831	123,187
Selling, general and administrative expenses	(32,313)	(30,623)	(65,941)	(59,635)
Engineering expenses	(8,023)	(8,183)	(16,138)	(16,853)
Amortization expense	(859)	(1,073)	(1,726)	(2,044)
Total operating expenses	(41,195)	(39,879)	(83,805)	(78,532)
Income from operations	35,546	26,296	68,026	44,655
Interest expense, net	(420)	(2,165)	(1,544)	(4,649)
Other expense, net	(1,623)	(687)	(1,503)	(1,836)
Income from continuing operations before income taxes	33,503	23,444	64,979	38,170
Income tax expense	(11,721)	(8,511)	(23,129)	(13,894)
Income from continuing operations	21,782	14,933	41,850	24,276
Discontinued operations				
(Loss) income from discontinued operations (net of tax)	(637)	218	(659)	123
Net income	<u>\$ 21,145</u>	<u>\$ 15,151</u>	<u>\$ 41,191</u>	<u>\$ 24,399</u>
<b>Earnings Per Common Share</b>				
<b>Basic</b>				
Income from continuing operations	\$ 0.45	\$ 0.32	\$ 0.87	\$ 0.52
(Loss) income from discontinued operations	(0.01)	—	(0.02)	0.01
Net income	\$ 0.44	\$ 0.32	\$ 0.85	\$ 0.53
<b>Diluted</b>				
Income from continuing operations	\$ 0.44	\$ 0.31	\$ 0.86	\$ 0.51
(Loss) income from discontinued operations	(0.01)	0.01	(0.02)	0.01
Net income	\$ 0.43	\$ 0.32	\$ 0.84	\$ 0.52
Weighted average shares outstanding				
Basic	48,451	46,862	48,210	46,452
Diluted	49,092	47,544	48,851	47,157
<b>Sales by Segment</b>				
Freight Group	\$ 187,751	\$ 181,449	\$ 376,102	\$ 347,239
Transit Group	74,151	84,848	148,209	160,858
Total	<u>\$ 261,902</u>	<u>\$ 266,297</u>	<u>\$ 524,311</u>	<u>\$ 508,097</u>