

**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) April 25, 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 April 25, 2006, the Company issued a press release reporting, among other things, the Company's financial results for the quarter ended March 31, 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 8.01. Other Events.

On April 25, 2006, the Company issued a press release providing, among other things, updated earnings guidance for fiscal year 2006. A copy of the press release is attached to this report as Exhibit 99.1 and the portion entitled "2006 Outlook" is incorporated into this Item 8.01 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 8.01) with this report on Form 8-K:

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|-------------------------------------|
| 99.1 | Press release dated April 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: April 25, 2006

EXHIBIT INDEX

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



1001 Air Brake Avenue
Wilmerding, PA 15148
Phone: 412.825.1543
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**Press
Release**

Contact: Tim Wesley at (412) 825-1543

**Wabtec EPS More Than Doubles In First Quarter 2006;
Company Raises 2006 EPS Guidance To About \$1.60 Excluding Restructuring**

WILMERDING, Pa., April 25, 2006 — Wabtec Corporation (NYSE: WAB) today announced that its first quarter 2006 earnings per diluted share more than doubled compared to the year-ago quarter, due primarily to sharply higher margins and increased sales. Wabtec also raised its 2006 EPS guidance for the full year to about \$1.60 excluding expenses for possible restructuring actions that the company is currently evaluating.

“We’re off to a strong start in 2006, with our operations producing impressive margin improvements and cash generation,” said Albert J. Neupaver, Wabtec’s president and chief executive officer. “It’s clear that our efforts to improve the company’s cost structure are having a meaningful impact on our gross margin, in accordance with management’s goals. We’re also benefiting from robust demand in our freight rail markets and we expect that to continue throughout the year, as railroads continue to report traffic growth, especially in the intermodal segment. In addition to the positive market conditions, we are confident that our internal growth strategies, record multiyear backlog – which is particularly strong for our transit business – and further efforts to reduce our costs will benefit us in 2006 and beyond.”

2006 First Quarter Results

For the 2006 first quarter, Wabtec reported earnings per diluted share of 41 cents, net income of \$20 million and EBITDA of \$38.7 million. In the year-ago first quarter, the company had earnings per diluted share of 20 cents, net income of \$9.2 million and EBITDA of \$23.8 million. The improved results were due primarily to sharply higher margins and increased sales. The 2005 results included expenses of 6 cents per diluted share related to a locomotive modules contract, which is now profitable, and 2 cents per diluted share for restructuring and asset writedowns.

Sales were 9 percent higher than the year-ago quarter, mainly due to strong demand for locomotive and freight car components in both the original equipment market and the aftermarket. The company’s gross margin was 28.6 percent, compared to 23.6 percent in the prior-year quarter and 25.7 percent in the 2005 fourth quarter. The improvement resulted from a favorable product mix, the company’s efforts to lower costs through sourcing and lean manufacturing, and operational leverage from higher sales. In addition, the prior-year quarter included a loss of \$4.1 million on the locomotive modules contract.



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Press Release

Operating expenses as a percentage of sales were 16.2 percent, compared to 16 percent in the year-ago quarter. Selling, general and administrative expenses increased primarily due to recognition of stock option expense under FAS-123 and the costs of other stock-related compensation plans, as the company's stock price increased during the first quarter. Interest expense, net decreased by \$1.4 million, due to the company's higher interest income during the 2006 quarter. The company's effective tax rate was 36.2 percent in the 2006 quarter and 36.6 percent in the 2005 quarter.

During the quarter, the company increased cash by \$50.1 million, a majority of which was due to prepayments on long-term contracts. At March 31, 2006, the company had cash of \$191.5 million and debt of \$150 million, compared to cash of \$141.4 million and debt of \$150 million at Dec. 31, 2005.

2006 Outlook

Based on its strong first quarter and expectations for the rest of 2006, the company raised its EPS guidance for the full year to about \$1.60 excluding expenses for possible restructuring actions that the company is currently evaluating. If taken, these actions would be expected to result in significant, ongoing benefits, but they would require significant, one-time expenses, a large portion of which would be non-cash. The company is targeting a payback of less than two years on any cash restructuring expenses.

Wabtec Corporation (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 1 p.m., eastern time, today. To listen to the call via webcast, please go to www.wabtec.com.

WABTEC CORPORATION
CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE THREE MONTHS ENDED MARCH 31, 2006 AND 2005
(DOLLARS IN THOUSANDS EXCEPT PER SHARE DATA)
(UNAUDITED)

| | <u>First Quarter 2006</u> | <u>First Quarter 2005</u> |
|---|-----------------------------------|-----------------------------------|
| Net sales | \$ 262,409 | \$ 241,800 |
| Cost of sales | <u>(187,319)</u> | <u>(184,788)</u> |
| Gross profit | 75,090 | 57,012 |
| Selling, general and administrative expenses | (33,628) | (29,012) |
| Engineering expenses | (8,115) | (8,670) |
| Amortization expense | <u>(867)</u> | <u>(971)</u> |
| Total operating expenses | (42,610) | (38,653) |
| Income from operations | 32,480 | 18,359 |
| Interest expense, net | (1,124) | (2,484) |
| Other income (expense), net | <u>120</u> | <u>(1,149)</u> |
| Income from continuing operations before income taxes | 31,476 | 14,726 |
| Income tax expense | <u>(11,408)</u> | <u>(5,383)</u> |
| Income from continuing operations | 20,068 | 9,343 |
| Discontinued operations | | |
| Loss from discontinued operations (net of tax) | <u>(22)</u> | <u>(95)</u> |
| Net income | <u>\$ 20,046</u> | <u>\$ 9,248</u> |
| Earnings Per Common Share | | |
| Basic | | |
| Income from continuing operations | \$ 0.42 | \$ 0.20 |
| Loss from discontinued operations | — | — |
| Net income | \$ 0.42 | \$ 0.20 |
| Diluted | | |
| Income from continuing operations | \$ 0.41 | \$ 0.20 |
| Loss from discontinued operations | — | — |
| Net income | \$ 0.41 | \$ 0.20 |
| Weighted average shares outstanding | | |
| Basic | <u>48,091</u> | <u>46,259</u> |
| Diluted | <u>48,741</u> | <u>46,985</u> |
| Sales by Segment | | |
| Freight Group | \$ 188,351 | \$ 166,211 |
| Transit Group | <u>74,058</u> | <u>75,589</u> |
| Total | <u>\$ 262,409</u> | <u>\$ 241,800</u> |
| EBITDA Reconciliation | | |
| Net income | \$ 20,046 | \$ 9,248 |
| Interest expense | 1,124 | 2,484 |
| Income tax expense | 11,408 | 5,383 |
| Depreciation | 5,213 | 5,760 |
| Amortization | <u>867</u> | <u>971</u> |
| EBITDA | <u>\$ 38,658</u> | <u>\$ 23,846</u> |