SEC Form 4

FORM 4

subject to

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

	Check this box if no longer sub
	Section 16. Form 4 or Form 5
\cup	obligations may continue. See
	Instruction 1(h)

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
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1. Name and Address <u>HOWELL MI</u>	1 0	*	2. Issuer Name and Ticker or Trading Symbol WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORP [WAB]		ionship of Reporting Perso all applicable) Director Officer (give title	10% Owner Other (specify	
(Last) 1001 AIR BRAK	(First) E AVENUE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/20/2013		below)	below)	
(Street) WILMERDING	РА	15148	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line) X	ividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person		
(City)	(State)	(Zip)			Form filed by More than One Reporting 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)			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	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock - Direct	05/20/2013		М		4,000	Α	\$39.725	9,558.585	D		
Common Stock - Direct	05/20/2013		S		4,000	D	\$111.178 ⁽¹⁾	5,558.585	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)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		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 Transaction(s) (Instr. 4)	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				
Non- Qualified Stock Options	\$39.725	05/20/2013		М			4,000	01/02/2012	01/02/2019	Common Stock	4,000	\$0.00	0	D	
Phantom Stock ⁽²⁾	(3)							(3)	(3)	Common Stock	5,422.185		5,422.185	D	

Explanation of Responses:

1. 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.

3. 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 Michael W. D. Howell

05/21/2013 Date

** Signature of Reporting Person

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.