SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to |
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| Section 16. Form 4 or Form 5 |
| obligations may continue. See |
| Instruction 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
hours per response: 0.5

| 1. Name and Address of Reporting Person* <u>Kovac Charles F</u> | | 2. Issuer Name and Ticker or Trading Symbol WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORP [WAB] | | tionship of Reporting Person all applicable) Director Officer (give title below) | (s) to Issuer 10% Owner Other (specify below) | | |
|--|----------|--|-------------------|--|--|--|--|
| (Last) (First) (Middl 1001 AIR BRAKE AVENUE | <i>'</i> | 3. Date of Earliest Transaction (Month/Day/Year) 02/14/2012 | | Senior Vice President | , | | |
| (Street) | , | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) | vidual or Joint/Group Filing (Check Applicable | | | |
| WILMERDING PA 1514 | 8 | | X | Form filed by One Reporting Person | | | |
| (City) (State) (Zip) | | | | Form filed by More than O Person | ne Reporting | | |

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) | Code (Ins | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 an 5) | | | Securities | 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⁾ | 02/14/2012 | | Α | | 2,800 | Α | \$0.00 ⁽²⁾ | 32,702 | 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 | \$70.585 | 02/14/2012 | | A | | 2,800 | | 02/14/2016 ⁽³⁾ | 02/14/2022 | Common Stock | 2,800 | \$0.00 | 2,800 | D | |

Explanation of Responses:

1. The stock is restricted, vesting over a 4 year period.

2. FMV of stock on date of grant: \$70.585.

3. Options vest at a rate of 25% annually beginning March 1, 2013.

Remarks:

David M. Seitz, POA for Charles F. Kovac

02/16/2012

** Signature of Reporting Person Date

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.