

WAHLSTROM SCOTT
Form 4
March 08, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WAHLSTROM SCOTT

2. Issuer Name and Ticker or Trading Symbol
WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORP [WAB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1001 AIR BRAKE AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/06/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec VP, Human Resources

WILMERDING, PA 15148

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock - Direct | 03/06/2019 | | A | 2,800 A \$ 0 (1) | 118,525 | D | |
| Common Stock - Direct | 03/06/2019 | | A | 3,750 A \$ 0 (1) | 122,275 | D | |
| Common Stock - Direct | 03/06/2019 | | A | 3,750 A \$ 0 (1) | 126,026 (2) | D | |
| Common Stock - | | | | | 6,709.418 (3) | I | 401k Account |

401k

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Options | \$ 70.64 | 03/06/2019 | | A | 2,800 | 03/01/2022 ⁽⁴⁾ 03/06/2029 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WAHLSTROM SCOTT 1001 AIR BRAKE AVENUE WILMERDING, PA 15148 | | | Exec VP, Human Resources | |

Signatures

David L. DeNinno/POA for Scott E. Wahlstrom
Date: 03/08/2019

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Fair Market Value of the stock on March 6, 2019 was \$70.64 per share.
- (2) Includes 1 share received by the reporting person in a distribution by General Electric Company ("GE") to its stockholders of shares of the issuer's common stock in connection with the issuer's previously announced combination with GE's transportation business.
- (3) Reflects the net acquisition of 24.188 shares in Mr. Wahlstrom's 401(k) plan account as a result of non-discretionary transactions.

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(4) Options vest 33.3% per year beginning March 1, 2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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