

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 Indirect Beneficial Ownership (Instr. 4)
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 Underlying Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
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 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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