

DeNinno David L
Form 4
July 30, 2018

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 *
DeNinno David L

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)
07/26/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec VP, General Counsel, Sec.

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock - Direct | 07/26/2018 | | M | | 4,340 | A | \$ 48.29 |
| | | | | | 70,228 | | |
| Common Stock - Direct | 07/26/2018 | | M | | 5,600 | A | \$ 34.813 |
| | | | | | 75,828 | | |
| Common Stock - Direct | 07/26/2018 | | M | | 875 | A | \$ 87.05 |
| | | | | | 76,703 | | |
| Common Stock - | 07/26/2018 | | M | | 2,625 | A | \$ 87.03 |
| | | | | | 79,328 | | |

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| | | | | | | | | |
|---------|------------|--|---|--------|---|-------------------|--------|---|
| Direct | | | | | | | | |
| Common | | | | | | | | |
| Stock - | 07/26/2018 | | M | 2,100 | A | \$ 61.33 | 81,428 | D |
| Direct | | | | | | | | |
| Common | | | | | | | | |
| Stock - | 07/26/2018 | | M | 3,150 | A | \$ 72.82 | 84,578 | D |
| Direct | | | | | | | | |
| Common | | | | | | \$ | | |
| Stock - | 07/26/2018 | | S | 16,400 | D | 108.9905 | 68,178 | D |
| Direct | | | | | | <u>(1)</u> | | |
| Common | | | | | | \$ 110 <u>(2)</u> | 65,888 | D |
| Stock - | 07/26/2018 | | S | 2,290 | D | | | |
| Direct | | | | | | | | |

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

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 control number.

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Options | \$ 34.8125 | 07/26/2018 | | M | 5,600 | 03/01/2016 02/21/2022 | Common Stock | 5,600 |
| Non-Qualified Stock Option | \$ 48.29 | 07/26/2018 | | M | 4,340 | 03/01/2017 02/12/2023 | Common Stock | 4,340 |
| Non-Qualified Stock Options | \$ 72.82 | 07/26/2018 | | M | 3,150 | 03/01/2018 02/11/2024 | Common Stock | 3,150 |
| Non-Qualified Stock Option | \$ 87.03 | 07/26/2018 | | M | 2,625 | 03/01/2019 02/10/2025 | Common Stock | 2,625 |
| Non Qualified Stock Option | \$ 61.33 | 07/26/2018 | | M | 2,100 | 03/01/2020 02/09/2026 | Common Stock | 2,100 |

| | | | | | | | | |
|-------------------------------|----------|------------|---|-----|------------|------------|-----------------|----|
| Non-Qualified Stock Option | \$ 87.05 | 07/26/2018 | M | 875 | 03/01/2021 | 02/07/2027 | Common Stock | 87 |
|-------------------------------|----------|------------|---|-----|------------|------------|-----------------|----|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DeNinno David L 1001 AIR BRAKE AVENUE WILMERDING, PA 15148 | | | Exec VP, General Counsel, Sec. | |

Signatures

| | |
|------------------------------------|------------|
| David L. DeNinno | 07/30/2018 |
| **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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within \$1.00 at a prices ranging from \$108.805 to \$109.45 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within \$1.00 at a prices ranging from \$109.52 to \$110.50 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 (2) to this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.