

WABASH NATIONAL CORP /DE  
 Form 4  
 February 26, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Ewald Bruce N

2. Issuer Name and Ticker or Trading Symbol  
 WABASH NATIONAL CORP /DE [WNC]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 1000 SAGAMORE PARKWAY SOUTH  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/19/2014

\_\_\_\_ Director  
 Officer (give title below) Sr. VP - Sales and Marketing  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)

LAFAYETTE, IN 47905

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)
				(A) or (D)	Price		
Common Stock	02/23/2014		M	7,500	\$ 13.21	47,831	D
Common Stock <sup>(1)</sup>	02/23/2014		F	2,660	\$ 13.21	45,171	D
Common Stock	02/23/2014		M	9,975	\$ 13.21	55,146	D
Common Stock <sup>(1)</sup>	02/23/2014		F	3,059	\$ 13.21	52,087	D

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

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SEC 1474  
(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(2)	02/23/2014		M	7,500	02/23/2014	02/23/2014	Common Stock	7,500
Performance Unit	(3)	02/23/2014		M	9,975	02/23/2014	02/23/2014	Common Stock	9,975
Stock Option (right to buy)	\$ 13.32	02/19/2014		A	6,170	(4)	02/19/2024	Common Stock	6,170
Restricted Stock Unit	(5)	02/19/2014		A	5,930	(6)	(7)	Common Stock	5,930
Performance Unit	(8)	02/19/2014		A	9,880	02/19/2016	02/19/2016	Common Stock	9,880

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ewald Bruce N 1000 SAGAMORE PARKWAY SOUTH LAFAYETTE, IN 47905			Sr. VP - Sales and Marketing	

## Signatures

Bruce N. Ewald                      02/26/2014  
 \*\*Signature of                      Date  
 Reporting Person

## 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).

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- (1) Automated sale upon vest of stock for purposes of paying taxes due at time of vest.
- (2) Each restricted stock unit converted to one share of WNC common stock as of date of vesting on 2/23/14.  
Performance Units were granted on 2/23/11, with a performance period ending upon the close of the Company's 2011 fiscal year. Number
- (3) of units reported reflect those earned as a result of the achievement of Company specified performance criteria for fiscal year 2011. Each performance unit converted to one share of WNC common stock as of date of vesting on 2/23/14.
- (4) Award vests in three equal installments on February 19, 2015, 2016, and 2017
- (5) Each restricted stock unit represents a contingent right to receive one share of WNC common stock
- (6) Award is fully vested on February 19, 2017
- (7) The grantee will be entitled to receive shares of common stock equal to the number of units vested on 2/19/2017.  
Performance Units were granted on 2/19/14, subject to achievement of performance period criteria for a three-year period ending upon
- (8) the close of the Company's 2016 fiscal year. Number of units reported assume the Company meets target performance criteria at the end of 2016; actual units earned will be adjusted based on actual performance against the performance criteria. Any earned units will vest on 2/19/2017, at which time each earned and vested unit will convert to one share of the Company's common stock.

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.