

Maloney Thomas J.
Form 3
August 11, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Maloney Thomas J.
(Last) (First) (Middle)

C/O LINCOLNSHIRE
MANAGEMENT INC., 780
THIRD AVE.

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
08/03/2009

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

				Shares		or Indirect (I) (Instr. 5)	See Footnotes ⁽¹⁾ <u>(2)</u>
Warrant	08/03/2009	08/03/2019	Common Stock	24,762,636	\$ 0.01	I	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maloney Thomas J. C/O LINCOLNSHIRE MANAGEMENT INC. 780 THIRD AVE. NEW YORK, NY 10017	Â X	Â X	Â	Â
Lincolnshire Equity III, LLC C/O LINCOLNSHIRE MANAGEMENT INC. 780 THIRD AVE. NEW YORK, NY 10017	Â	Â X	Â	Â
Lincolnshire Equity Partners III, L.P. C/O LINCOLNSHIRE MANAGEMENT INC. 780 THIRD AVE. NEW YORK, NY 10017	Â	Â X	Â	Â
Lincolnshire Equity Fund III, L.P. C/O LINCOLNSHIRE MANAGEMENT INC. 780 THIRD AVE. NEW YORK, NY 10017	Â	Â X	Â	Â
Trailer Investments, LLC C/O LINCOLNSHIRE MANAGEMENT INC. 780 THIRD AVE. NEW YORK, NY 10017	Â	Â X	Â	Â

Signatures

/s/ Thomas J. Maloney 08/11/2009

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

- Thomas J. Maloney ("Mr. Maloney") holds a majority of the voting power of Lincolnshire Equity III, LLC ("Equity III"). Equity III is the general partner of Lincolnshire Equity Partners III, L.P., which is the general partner of Lincolnshire Equity Fund III, L.P., which is the
- (1) the sole member of Trailer Investments, LLC ("Trailer"), which directly owns the warrant disclosed above. By virtue of his relationship with Equity III, Mr. Maloney may be deemed to have voting and dispositive power with respect to the 24,762,636 shares beneficially owned by Trailer.
 - (2) Mr. Maloney disclaims beneficial ownership of the securities held by each of the entities referred to in the foregoing footnote except to the extent of his pecuniary interest therein.

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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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