

WABASH NATIONAL CORP /DE  
 Form 4  
 February 26, 2014

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

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

## Reporting Owners

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

## Signatures

Bruce N. Ewald 02/26/2014  
 \*\*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).

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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.