

Weber Mark Jason
 Form 3/A
 January 26, 2010

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 * ^ Weber Mark Jason (Last) (First) (Middle) | | 2. Date of Event Requiring Statement (Month/Day/Year) 01/05/2010 | 3. Issuer Name and Ticker or Trading Symbol WABASH NATIONAL CORP /DE [WNC] | |
| PO BOX 6129,^ 3000 EAST MAIN STREET (47905) (Street) | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ 10% Owner _X_ Officer ____ Other (give title below) (specify below) SVP - CFO | | 5. If Amendment, Date Original Filed(Month/Day/Year) 01/06/2010 |
| LAFAYETTE,^ IN^ 47903-6129 (City) (State) (Zip) | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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) |
|------------------------------------|--|---|--|
| Common Stock ⁽⁵⁾ | 25,800 ⁽⁶⁾ | D | ^ |

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

SEC 1473 (7-02)

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.

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) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

Edgar Filing: Weber Mark Jason - Form 3/A

| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------------|------------------|-----------------|--------------|----------------------------|--|----------------------------|---|
| Stock Option (right to buy) | Â (1) | 08/08/2015 | Common Stock | 2,000 (7) \$ 20.73 | | D | Â |
| Stock Option (right to buy) | Â (1) | 05/18/2016 | Common Stock | 4,660 (7) \$ 16.81 | | D | Â |
| Stock Option (right to buy) | Â (2) | 05/24/2017 | Common Stock | 7,500 (7) \$ 14.19 | | D | Â |
| Stock Option (right to buy) | Â (3) | 02/06/2018 | Common Stock | 8,900 (7) \$ 8.57 | | D | Â |
| Stock Option (right to buy) | Â (4) | 02/11/2019 | Common Stock | 7,357 (7) \$ 3.59 | | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Weber Mark Jason PO BOX 6129 3000 EAST MAIN STREET (47905) LAFAYETTE, IN 47903-6129 | Â | Â | Â SVP - CFO | Â |

Signatures

Mark J. Weber 01/26/2010
 **Signature of Date
 Reporting Person

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).
- (1) Options fully vested
- (2) 2/3 of options are fully vested, remaining 1/3 vests on 5/24/2010
- (3) 1/3 of options are fully vested, 1/3 vests on 2/6/2010, 1/3 vests on 2/6/2011
- (4) Award vests in three equal installments on February 11, 2010, 2011 & 2012
- (5) Restricted Stock: 666 shares with lapse date of 8/8/2010, 3,500 shares with lapse date of 5/24/2010, 8,900 shares with lapse date of 2/6/2011 and 10,240 shares with lapse date of 2/11/2012
- (6) These shares were omitted from the original Form 3, and also were omitted from one Form 4 filed after the original Form 3 was filed.
- (7) These options were omitted from the original Form 3.

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.