

WABASH NATIONAL CORP /DE
 Form 4
 February 19, 2015

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 *
 Roth Erin Jennifer

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)
 02/17/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, General Counsel

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 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)	Code	V	Amount	(D)	Price

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.

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 14.16	02/17/2015	A		8,880		(1)	02/17/2025	Common Stock	8,880
Restricted Stock	(2)	02/17/2015	A		8,520		(3)	(4)	Common Stock	8,520
Performance Unit	(5)	02/17/2015	A		14,200		02/17/2018	02/17/2018	Common Stock	14,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Roth Erin Jennifer 1000 SAGAMORE PARKWAY SOUTH LAFAYETTE, IN 47905			SVP, General Counsel	

Signatures

Erin J. Roth 02/19/2015

**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) Award vests in three equal installments on February 17, 2016, 2017 and 2018
- (2) Each restricted stock unit represents a contingent right to receive one share of WNC common stock
- (3) Award is fully vested on February 17, 2018
- (4) The grantee will be entitled to receive shares of common stock equal to the number of units vested on February 17, 2018

Performance Units were granted on February 17, 2015, subject to achievement of performance period criteria for a three-year period, ending upon the close of the Company's 2017 fiscal year. The number of units reported assume the Company meets target performance criteria at the end of 2017; actual units earned will be adjusted based on actual performance against the performance criteria. Any earned units will vest on February 17, 2018, at which time each earned and vested unit will convert to one share of the Company's common stock.

- (5) Performance Units were granted on February 17, 2015, subject to achievement of performance period criteria for a three-year period, ending upon the close of the Company's 2017 fiscal year. The number of units reported assume the Company meets target performance criteria at the end of 2017; actual units earned will be adjusted based on actual performance against the performance criteria. Any earned units will vest on February 17, 2018, 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.

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