

Maloney Thomas J.
Form 4
September 21, 2010

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Maloney Thomas J.

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)

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

09/17/2010

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

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

(Street)

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

NEW YORK, NY 10017

(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 Indirect Beneficial Ownership (Instr. 4)
			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
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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)

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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Warrant (right to buy)	\$ 0.01	09/17/2010		S		9,362,581		08/03/2009	08/03/2019	Common Stock	9,362,581

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	X	X		
Lincolnshire Equity III, LLC C/O LINCOLNSHIRE MANAGEMENT, INC. 780 THIRD AVE. NEW YORK, NY 10017		X		
Lincolnshire Equity Partners III, L.P. C/O LINCOLNSHIRE MANAGEMENT, INC. 780 THIRD AVE. NEW YORK, NY 10017		X		
Lincolnshire Equity Fund III, L.P. C/O LINCOLNSHIRE MANAGEMENT, INC. 780 THIRD AVE. NEW YORK, NY 10017		X		
Trailer Investments, LLC C/O LINCOLNSHIRE MANAGEMENT, INC. 780 THIRD AVE. NEW YORK, NY 10017		X		

Signatures

/s/ Thomas J.
Maloney

09/21/2010

**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).

- Thomas J. Maloney ("Mr. Maloney") holds a majority of the voting power of Lincolnshire Equity III, LLC ("Equity III"). Equity III is the
- (1) general partner of Lincolnshire Equity Partners III, L.P., which is the general partner of Lincolnshire Equity Fund III, L.P., which is the sole member of Trailer Investments, LLC ("Trailer"), which directly owned the warrant and shares disclosed above.
 - (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.
 - (3) Trailer sold its Warrant to Purchase Shares of Common Stock on September 17, 2010 to Morgan Stanley & Co. Incorporated pursuant to the terms of an Underwriting Agreement, dated September 13, 2010.

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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