

WABASH NATIONAL CORP /DE

Form 3

June 14, 2013

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

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated 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 \*

Â Pitchford William D

(Last) (First) (Middle)

1000 SAGAMORE PARKWAY  
SOUTH

(Street)

LAFAYETTE,Â INÂ 47905

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

06/01/2013

3. Issuer Name **and** Ticker or Trading Symbol

WABASH NATIONAL CORP /DE [WNC]

4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

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

SVP of Human Resources

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)

**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)Date  
ExercisableExpiration  
Date3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)Title  
Amount or  
Number of  
Shares4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect  
(I)6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

(Instr. 5)

Stock Option (right to buy)	Â <u>(1)</u>	02/20/2023	Common Stock	4,620	\$ 9.61	D	Â
Stock Option (right to buy)	Â <u>(2)</u>	02/23/2022	Common Stock	7,510	\$ 10.85	D	Â
Restricted Stock Units	Â <u>(3)</u>	Â <u>(4)</u>	Common Stock	2,580	\$ 0	D	Â
Restricted Stock Units	Â <u>(5)</u>	Â <u>(6)</u>	Common Stock	2,910	\$ 0	D	Â
Performance Units	02/23/2015	02/23/2015	Common Stock	3,000	\$ <u>(8)</u>	D	Â
Performance Units	02/20/2016	02/20/2016	Common Stock	3,880	\$ <u>(7)</u>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pitchford William D 1000 SAGAMORE PARKWAY SOUTH LAFAYETTE,Â INÂ 47905	Â	Â	Â SVP of Human Resources	Â

## Signatures

William D.  
Pitchford

06/14/2013

    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).

(1) Award vests in three equal installments on February 20, 2014, 2015, and 2016.

(2) Award vests in three equal installment on February 23, 2013, 2014, and 2015

(3) Award will fully vest on February 23, 2015

(4) The grantee will be entitled to receive shares of common stock equal to the number of units vested on 2/23/2015.

(5) Award will fully vest on February 20, 2016

(6) The grantee will be entitled to receive shares of common stock equal to the number of units vested on February 20, 2016.

(7) Performance Units were granted on 2/20/13, subject to achievement of performance period criteria for a three-year period ending upon the close of the Company's 2015 fiscal year. Number of units reported assume the Company meets target performance criteria at the end of 2015; actual units earned will be adjusted based on actual performance against the performance criteria. Any earned units will vest on 2/20/2016, at which time each earned and vested unit will convert to one share of the Company's common stock.

(8) Performance units were earned upon the close of the Company's 2012 fiscal year, based on performance criteria adopted by the Company's Board of Directors. The grantee will be entitled to receive shares of common stock equal to the number of units that will vest on 2/23/2015.

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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