

WABASH NATIONAL CORP /DE
 Form 3
 June 14, 2013

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

OMB APPROVAL

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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, IN 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 Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 SVP of Human Resources

5. 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

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)

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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 Exercisable Date Expiration

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. 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, IN 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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