

WABASH NATIONAL CORP /DE

Form 4

February 26, 2014

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GIROMINI RICHARD 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)

**1000 SAGAMORE PARKWAY
SOUTH**

(Street)

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

02/19/2014

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

President & CEO

LAFAYETTE, IN 47905

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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 | (A) or (D) | Price | | |
| Common Stock | 02/23/2014 | | M | | 38,420 | A | \$ 13.21 | 392,492 | D |
| Common Stock ⁽¹⁾ | 02/23/2014 | | F | | 11,909 | D | \$ 13.21 | 380,583 | D |
| Common Stock | 02/23/2014 | | M | | 51,099 | A | \$ 13.21 | 431,682 | D |
| Common Stock ⁽¹⁾ | 02/23/2014 | | F | | 16,020 | D | \$ 13.21 | 415,662 | D |

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 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 of Underlying Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Unit | (2) | 02/23/2014 | | M | | 38,420 | | 02/23/2014 | 02/23/2014 | Common Stock | 38,420 |
| Performance Unit | (3) | 02/23/2014 | | M | | 51,099 | | 02/23/2014 | 02/23/2014 | Common Stock | 51,099 |
| Stock Option (right to buy) | \$ 13.32 | 02/19/2014 | | A | | 40,370 | | (4) | 02/19/2024 | Common Stock | 40,370 |
| Restricted Stock | (5) | 02/19/2014 | | A | | 38,750 | | (6) | (7) | Common Stock | 38,750 |
| Performance Unit | (8) | 02/19/2014 | | A | | 64,590 | | 02/19/2016 | 02/19/2016 | Common Stock | 64,590 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GIROMINI RICHARD J 1000 SAGAMORE PARKWAY SOUTH LAFAYETTE, IN 47905 | | | President & CEO | |

Signatures

Richard J.
Giromini

02/26/2014

**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) Automated sale upon vest of stock for purposes of paying taxes due at time of vest.

(2) Each restricted stock unit converted to one share of WNC common stock as of date of vesting on 2/23/2014

Performance Units were granted on 2/23/11, with a performance period ending upon the close of the Company's 2011 fiscal year. Number

(3) of units reported reflect those earned as a result of the achievement of Company specified performance criteria for fiscal year 2011. Each performance unit converted to one share of WNC common stock as of date of vesting on 2/23/14.

(4) Award vests in three equal installments on February 19, 2015, 2016, and 2017.

(5) Each restricted stock unit represents a contingent right to receive one share of WNC common stock

(6) Award is fully vested on February 19, 2017.

(7) The grantee will be entitled to receive shares of common stock equal to the number of units vested on 2/19/2017.

Performance Units were granted on 2/19/14, subject to achievement of performance period criteria for a three-year period ending upon the close of the Company's 2016 fiscal year. Number of units reported assume the Company meets target performance criteria at the end of 2016; actual units earned will be adjusted based on actual performance against the performance criteria. Any earned units will vest on 2/19/2017, at which time each earned and vested unit will convert to one share of the Company's common stock.

(8)

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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