

WABASH NATIONAL CORP /DE

Form 4

February 23, 2016

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 *
Taylor Jeffery L

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)

02/20/2016

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
SVP and CFO

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

LAFAYETTE, IN 47905

(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	02/20/2016		M		2,910	A	\$ 0	7,910	D	
Common Stock ⁽¹⁾	02/20/2016		F		1,067	D	\$ 11.81	6,843	D	
Common Stock	02/20/2016		M		6,596	A	\$ 0	13,439	D	
Common Stock ⁽¹⁾	02/20/2016		F		2,418	D	\$ 11.81	11,021	D	
Common Stock ⁽⁵⁾	02/17/2016		A		24,490	A	\$ 0	35,511	D	

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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 Underlying Security (Instr. 3 and 4)	8. Date Exercisable Date	9. Expiration Date	10. Title	11. Amount or Number of Shares
Restricted Stock Unit	(2)	02/20/2016		M	2,910	02/20/2016 02/20/2016	Common Stock				2,910
Performance Unit	(3)	02/20/2016		A	2,716	02/20/2016 02/20/2016	Common Stock				2,716
Performance Unit	(4)	02/20/2016		M	6,596	02/20/2016 02/20/2016	Common Stock				6,596

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Taylor Jeffery L 1000 SAGAMORE PARKWAY SOUTH LAFAYETTE, IN 47905	SVP and CFO

Signatures

Jeffery L.
Taylor 02/23/2016

**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 2/20/2016.
- (3)

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Performance Units were granted on 2/20/2013, with a performance period ending upon the close of the Company's 2015 fiscal year. Number of units reported reflect those additional shares earned over and above the units reported on the Form 4 filed on 2/25/2013 as a result of the achievement of Company specified performance criteria for the performance period.

Performance Units were granted on 2/20/2013, with a performance period ending upon the close of the Company's 2015 fiscal year. Number of units reported reflect the total number of shares earned as a result of the achievement of Company specified performance criteria for the performance period. Each performance unit converted to one share of WNC common stock as of date of vesting on 2/20/2016.

(4)

(5) Restricted Stock Unit award vesting February 17, 2019.

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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