

Pettit Michael N
Form 3
December 20, 2017

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 Pettit Michael N
(Last) (First) (Middle)

1000 SAGAMORE PARKWAY
SOUTH

(Street)

LAFAYETTE,Â INÂ 47905

(City) (State) (Zip)

1. Title of Security
(Instr. 4)

Common Stock ⁽¹⁾

2. Date of Event Requiring Statement

(Month/Day/Year)
12/14/2017

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 - Group President, FMP

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

2. Amount of Securities Beneficially Owned
(Instr. 4)

13,762

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

D Â

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)

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

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy) ⁽²⁾	Â ⁽³⁾	02/17/2025	Common Stock	1,500	\$ 0	D	Â
Stock Option (right to buy) ⁽⁴⁾	Â ⁽⁵⁾	02/19/2024	Common Stock	510	\$ 0	D	Â
Performance Unit	02/22/2020	02/22/2020	Common Stock	5,940	\$ ⁽⁶⁾	D	Â
Performance Unit	02/17/2018	02/17/2018	Common Stock	3,590	\$ ⁽⁷⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pettit Michael N 1000 SAGAMORE PARKWAY SOUTH LAFAYETTE, LA 70005	Â	Â	Â SVP - Group President, FMP	Â

Signatures

Michael Pettit 12/20/2017

⁽¹⁾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) Restricted Stock Unit awards - 3,960 vesting 2/22/2020, 7,642 vesting 2/17/2019, and 2,160 vesting 2/17/2018
- (2) Awarded 2,250 stock options, 750 sold, 750 held, 750 not vested
- (3) Award vests in three equal installments on February 17, 2016, 2017 and 2018
- (4) Awarded 1,530 stock options, 1,020 sold and 510 held
- (5) Award is fully vested
- Performance Units were granted on February 22, 2017, subject to achievement of performance period criteria for a three-year period, ending upon the close of the Company's 2019 fiscal year. The number of units reported assume the Company meets target performance criteria at the end of 2019; actual units earned will be adjusted based on actual performance against the performance criteria. Any earned units will vest on February 22, 2020, at which time each earned and vested unit will convert to one share of the Company's common stock.
- Performance Units were granted on February 17, 2015, subject to achievement of performance period criteria for a three-year period, ending upon the close of the Company's 2017 fiscal year. The number of units reported assume the Company meets target performance criteria at the end of 2017; actual units earned will be adjusted based on actual performance against the performance criteria. Any earned units will vest on February 17, 2018, at which time each earned and vested unit will convert to one share of the Company's common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.