

WABASH NATIONAL CORP /DE

Form 4

February 19, 2015

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 *
Pitchford William D

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)

02/17/2015

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

SVP, HR & Assistant Secretary

LAFAYETTE, IN 47905

(City) (State) (Zip)

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

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	(D)	Price

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

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information contained in this form are not
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SEC 1474
(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 14.16	02/17/2015	A		6,710		(1)	02/17/2025	Common Stock	6,710
Restricted Stock	(2)	02/17/2015	A		6,440		(3)	(4)	Common Stock	6,440
Performance Unit	(5)	02/17/2015	A		10,740		02/17/2018	02/17/2018	Common Stock	10,740

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Pitchford William D 1000 SAGAMORE PARKWAY SOUTH LAFAYETTE, IN 47905	SVP, HR & Assistant Secretary

Signatures

William D.
Pitchford 02/19/2015

__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) Award vests in three equal installments on February 17, 2016, 2017 and 2018
- (2) Each restricted stock unit represents a contingent right to receive one share of WNC common stock
- (3) Award is fully vested on February 17, 2018
- (4) The grantee will be entitled to receive shares of common stock equal to the number of units vested on February 17, 2018
- (5) 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.