

WABASH NATIONAL CORP /DE  
 Form 4  
 February 23, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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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

(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  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP and CFO

LAFAYETTE, IN 47905

4. 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

(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 |            |            |            | 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 Ownership (Instr. 4) |  |
|---------------------------------|--------------------------------------|--|---------------------|------------|------------|------------|---|--|-----------------------------------|--|
|                                 |                                      |  | (A) or (D)          | (A) or (D) | (A) or (D) | (A) or (D) |   |  |                                   |  |
| Common Stock                    | 02/20/2016                           |  | M                   | V          | 2,910      | A          | \$ 0  | 7,910  | D                                 |  |
| Common Stock <sup>(1)</sup>     | 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 <sup>(1)</sup>     | 02/20/2016                           |  | F                   |            | 2,418      | D          | \$ 11.81  | 11,021   | D                                 |  |
| Common Stock <sup>(5)</sup>     | 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 of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Restricted Stock Unit                      | (2)  | 02/20/2016                           |  | M                              | 2,910   | 02/20/2016 02/20/2016                                    | Common Stock 2  |
| Performance Unit                           | (3)  | 02/20/2016                           |  | A                              | 2,716   | 02/20/2016 02/20/2016                                    | Common Stock 2  |
| Performance Unit                           | (4)  | 02/20/2016                           |  | M                              | 6,596   | 02/20/2016 02/20/2016                                    | Common Stock 6  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |             |       |
|--|---------------|-----------|-------------|-------|
|  | Director      | 10% Owner | Officer     | Other |
| Taylor Jeffery L<br>1000 SAGAMORE PARKWAY SOUTH<br>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.

- (4) 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.

- (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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