

KRETZ CYNTHIA J  
Form 4  
February 15, 2005

**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 \*  
KRETZ CYNTHIA 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)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Secretary, General Counsel

(Last) (First) (Middle)  
1000 SAGAMORE PARKWAY SOUTH  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/11/2005

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 (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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	02/11/2005		M			15,000	A	\$ 9.03	17,400	D	
Common Stock	02/11/2005		S			500	D	\$ 24.13	16,900	D	
Common Stock	02/11/2005		S			4,500	D	\$ 24.14	12,400	D	
Common Stock	02/11/2005		S			5,000	D	\$ 24.16	7,400	D	
Common Stock	02/11/2005		S			5,000	D	\$ 24.46	2,400	D	

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Common Stock	02/14/2005	M	1,500	A	\$ 9.03	3,900	D
Common Stock	02/14/2005	S	1,500	D	\$ 25.5	2,400	D

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

**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.**

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to buy)	\$ 9.03	02/11/2005		M	15,000	<u>(1)</u> 01/17/2013	Common Stock	15,000
Stock Option (right to buy)	\$ 9.03	02/14/2005		M	1,500	<u>(1)</u> 01/17/2013	Common Stock	1,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRETZ CYNTHIA J 1000 SAGAMORE PARKWAY SOUTH LAFAYETTE, IN 47905			Secretary, General Counsel	

## Signatures

Cynthia J. Kretz 02/15/2005

\*\*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) 2/3 of options vest on 1/17/2005 and the remaining 1/3 vests on 1/17/2006
- (2) Option Grant

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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