

Kintzele Karl D
 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 *
 Kintzele Karl 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)
 02/14/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP - Internal Audit

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	02/14/2005		M			13,200	A	\$ 9.03	15,600	D	
Common Stock	02/14/2005		M			1,000	A	\$ 21.5625	16,600	D	
Common Stock	02/14/2005		S			9,900	D	\$ 25.6	6,700	D	
Common Stock	02/14/2005		S			100	D	\$ 25.63	6,600	D	
Common Stock	02/14/2005		S			4,100	D	\$ 25.62	2,500	D	

Common Stock 02/14/2005 S 100 D \$ 25.67 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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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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 9.03	02/14/2005		M		13,200		<u>(1)</u>	01/17/2013	Common Stock	13,200
Stock Option (right to buy)	\$ 21.5625	02/14/2005		M		1,000		<u>(3)</u>	09/17/2009	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kintzele Karl D 1000 SAGAMORE PARKWAY SOUTH LAFAYETTE, IN 47905				VP - Internal Audit

Signatures

Karl D. Kintzele 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

(3) Options fully vested

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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