

WABASH NATIONAL CORP /DE

Form 4

February 23, 2016

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Weber Mark Jason

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  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

SVP, Group President, DPG

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

LAFAYETTE, IN 47905

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Stock                    | 02/20/2016                           |                                                    | M                              |                                                                   | 11,240 | A          | \$ 0                                                                                          | 96,638                                                   | D                                                     |
| Common Stock <sup>(1)</sup>     | 02/20/2016                           |                                                    | F                              |                                                                   | 3,877  | D          | \$ 11.81                                                                                      | 92,761                                                   | D                                                     |
| Common Stock                    | 02/20/2016                           |                                                    | M                              |                                                                   | 25,466 | A          | \$ 0                                                                                          | 118,227                                                  | D                                                     |
| Common Stock <sup>(1)</sup>     | 02/20/2016                           |                                                    | F                              |                                                                   | 8,286  | D          | \$ 11.81                                                                                      | 109,941                                                  | D                                                     |
| Common Stock <sup>(2)</sup>     | 02/17/2016                           |                                                    | A                              |                                                                   | 20,223 | A          | \$ 0                                                                                          | 130,164                                                  | D                                                     |

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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.**

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 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 Underlying Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title                                             |
| Restricted Stock Unit                      | (3)                                                    | 02/20/2016                           |                                                    | M                              | 11,240                                                                                  | 02/20/2016 02/20/2016                                    | Common Stock                                      |
| Performance Unit                           | (4)                                                    | 02/20/2016                           |                                                    | A                              | 7,161                                                                                   | 02/20/2016 02/20/2016                                    | Common Stock                                      |
| Performance Unit                           | (5)                                                    | 02/20/2016                           |                                                    | M                              | 25,466                                                                                  | 02/20/2016 02/20/2016                                    | Common Stock                                      |

## Reporting Owners

| Reporting Owner Name / Address                                         | Relationships                    |
|------------------------------------------------------------------------|----------------------------------|
|                                                                        | Director 10% Owner Officer Other |
| Weber Mark Jason<br>1000 SAGAMORE PARKWAY SOUTH<br>LAFAYETTE, IN 47905 | SVP, Group<br>President,<br>DPG  |

## Signatures

Mark J. Weber 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) Restricted Stock Unit award vesting February 17, 2019.

(3) Each restricted stock unit converted to one share of WNC common stock as of date of vesting on 2/20/2016.

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 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.

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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.

- (5) 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.

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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