

WABASH NATIONAL CORP /DE

Form 4

February 06, 2017

**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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2005  
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response... 0.5

(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)

02/03/2017

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

SVP, HR &amp; Assistant Secretary

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                    | 02/03/2017                           |                                                    | M                              |                                                                   | 7,510  | A          | \$ 10.85                                                                                      | 229,785                                                  | D                                                     |
| Common Stock                    | 02/03/2017                           |                                                    | M                              |                                                                   | 4,620  | A          | \$ 9.61                                                                                       | 234,405                                                  | D                                                     |
| Common Stock                    | 02/03/2017                           |                                                    | M                              |                                                                   | 4,573  | A          | \$ 13.32                                                                                      | 238,978                                                  | D                                                     |
| Common Stock                    | 02/03/2017                           |                                                    | S                              |                                                                   | 16,703 | D          | \$ 21.2012                                                                                    | 222,275                                                  | 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.**

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 (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 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                      | Date Exercisable Expiration Date                         | Title                                                         |                               |
| Stock option (right to buy)                | \$ 10.85                                               | 02/03/2017                           |                                                    | M                              | 7,510                                                                          | <u>(1)</u> 02/23/2022                                    | Common Stock                                                  | 7,510                         |
| Stock option (right to buy)                | \$ 9.61                                                | 02/03/2017                           |                                                    | M                              | 4,620                                                                          | <u>(1)</u> 02/20/2023                                    | Common Stock                                                  | 4,620                         |
| Stock option (right to buy)                | \$ 13.32                                               | 02/03/2017                           |                                                    | M                              | 4,573                                                                          | <u>(3)</u> 02/19/2024                                    | Common Stock                                                  | 4,573                         |

## Reporting Owners

### Relationships

#### Reporting Owner Name / Address

Director 10% Owner Officer Other

Pitchford William D  
1000 SAGAMORE PARKWAY SOUTH  
LAFAYETTE, IN 47905

SVP, HR & Assistant Secretary

## Signatures

William D.  
Pitchford 02/06/2017

\*\*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 is fully vested

(2) Option grant

(3) Award vests in three equal installments on February 19, 2015, 2016 and 2017. The final 1/3 will fully vest on February 19, 2017.

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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