Roth Erin Jennifer Form 4 June 24, 2010

# FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number:

> January 31, 2005

> > 0.5

Estimated average burden hours per

response...

Expires:

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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(b).

(Last)

(City)

(Instr. 3)

1. Name and Address of Reporting Person \*

Roth Erin Jennifer

2. Issuer Name and Ticker or Trading

Symbol

WABASH NATIONAL CORP /DE

[WNC]

(First) 3000 EAST MAIN STREET, PO

(State)

BOX 6129 (47903)

3. Date of Earliest Transaction

(Month/Day/Year)

03/25/2010

Director 10% Owner

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

VP-General Counsel & Secretary

(Check all applicable)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

LAFAYETTE, IN 47905

1. Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year) Execution Date, if (Month/Day/Year)

(Middle)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

(A)

or

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion

3. Transaction Date 3A. Deemed

5. Number

6. Date Exercisable and (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

7. Title and Amount Underlying Securities

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Mondin Day, Tear)		(mst. 5 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shares
Performance Unit	\$ 7.44 (1)	03/25/2010		A		8,500		03/25/2013	03/25/2020	Common Stock	8,500

Code

Securities

(Month/Day/Year)

(Instr. 3 and 4)

#### **Reporting Owners**

or Exercise

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Roth Erin Jennifer 3000 EAST MAIN STREET PO BOX 6129 (47903) LAFAYETTE, IN 47905

VP-General Counsel & Secretary

## **Signatures**

Security

Erin J. Roth 06/24/2010

\*\*Signature of Person Date

\*\*Reporting Person

## **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).
- Grantee is entitled to receive units on the exercise date, the number of units of which will be determined by measurement of the
- (1) Corporation's achievement of certain financial goals, to be redeemed and paid in cash at a per unit amount equal to the lesser of \$7.44 or the price of the Corporation's common stock at the close of business on the exercise date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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