

WABASH NATIONAL CORP /DE
 Form 3
 June 14, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Yeagy Brent L | | (Month/Day/Year) | WABASH NATIONAL CORP /DE [WNC] | |
| (Last) | (First) | (Middle) | 06/01/2013 | |
| 1000 SAGAMORE PARKWAY SOUTH | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| LAFAYETTE,Â INÂ 47905 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Pres. of Commercial Trailer | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 24,450 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------------|------------------|-----------------|--------------|----------------------------|----------------|----------------------------|---|
| Stock Option (right to buy) | Â <u>(1)</u> | 05/20/2014 | Common Stock | 2,000 | \$ 23.9 | D | Â |
| Stock Option (right to buy) | Â <u>(1)</u> | 03/07/2015 | Common Stock | 1,500 | \$ 26.93 | D | Â |
| Stock Option (right to buy) | Â <u>(1)</u> | 05/18/2016 | Common Stock | 4,250 | \$ 16.81 | D | Â |
| Stock Option (right to buy) | Â <u>(1)</u> | 05/24/2017 | Common Stock | 7,500 | \$ 14.19 | D | Â |
| Stock Option (right to buy) | Â <u>(1)</u> | 02/06/2018 | Common Stock | 9,400 | \$ 8.57 | D | Â |
| Stock Option (right to buy) | Â <u>(2)</u> | 02/23/2021 | Common Stock | 13,587 | \$ 10.21 | D | Â |
| Stock Option (right to buy) | Â <u>(3)</u> | 02/23/2022 | Common Stock | 19,810 | \$ 10.85 | D | Â |
| Stock Option (right to buy) | Â <u>(4)</u> | 02/20/2023 | Common Stock | 12,180 | \$ 9.61 | D | Â |
| Restricted Stock Units | Â <u>(8)</u> | Â <u>(9)</u> | Common Stock | 5,430 | \$ 0 | D | Â |
| Restricted Stock Units | Â <u>(6)</u> | Â <u>(7)</u> | Common Stock | 6,790 | \$ 0 | D | Â |
| Restricted Stock Units | Â <u>(5)</u> | Â <u>(13)</u> | Common Stock | 7,670 | \$ 0 | D | Â |
| Performance Units | 02/23/2014 | 02/23/2014 | Common Stock | 7,222 | \$ <u>(10)</u> | D | Â |
| Performance Units | 02/23/2015 | 02/23/2015 | Common Stock | 7,930 | \$ <u>(11)</u> | D | Â |
| Performance Units | 02/20/2016 | 02/20/2016 | Common Stock | 10,230 | \$ <u>(12)</u> | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Yeagy Brent L 1000 SAGAMORE PARKWAY SOUTH LAFAYETTE, IN 47905 | Â | Â | Â Pres. of Commercial Trailer | Â |

Signatures

Brent L. Yeagy

06/14/2013

 **Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Options fully vested

(2) Award vests in three equal installments on February 23, 2012, 2013 & 2014.

(3) Award vests in three equal installment on February 23, 2013, 2014, and 2015

(4) Award vests in three equal installments on February 20, 2014, 2015, and 2016.

(5) Award will fully vest on February 20, 2016

(6) Award will fully vest on February 23, 2015

(7) The grantee will be entitled to receive shares of common stock equal to the number of units vested on 2/23/2015.

(8) Award will fully vest on February 23, 2014.

(9) The grantee will be entitled to receive shares of common stock equal to the number of units vested on 2/23/2014.

(10) Performance units were earned upon the close of the Company's 2011 fiscal year, based on performance criteria adopted by the Company's Board of Directors. The grantee will be entitled to receive shares of common stock equal to the number of units that will vest on 2/23/2014.

(11) Performance Units were granted on 2/23/12, subject to achievement of performance period criteria for a three-year period ending upon the close of the Company's 2014 fiscal year. Number of units reported assume the Company meets target performance criteria at the end of 2014; actual units earned will be adjusted based on actual performance against the performance criteria. Any earned units will vest on 2/23/2015, at which time each earned and vested unit will convert to one share of the Company's common stock.

(12) Performance Units were granted on 2/20/13, subject to achievement of performance period criteria for a three-year period ending upon the close of the Company's 2015 fiscal year. Number of units reported assume the Company meets target performance criteria at the end of 2015; actual units earned will be adjusted based on actual performance against the performance criteria. Any earned units will vest on 2/20/2016, at which time each earned and vested unit will convert to one share of the Company's common stock.

(13) The grantee will be entitled to receive shares of common stock equal to the number of units vested on February 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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