WABASH NATIONAL CORP/DE

Form 4/A

February 26, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GIROMINI RICHARD J			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) 1000 SAGA SOUTH	(First)	(Middle) WAY	3. Date of Earliest Transaction (Month/Day/Year) 02/23/2015					_X_ Director 10% Owner _X_ Officer (give title Other (specify below) President & CEO		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year) 02/25/2015					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
LAFAYET						Person				
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Securi	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution	med on Date, if Day/Year)	Code (Instr. 8)	4. Securitor(A) or Di (Instr. 3,	sposed 4 and 3 (A) or	of (D)	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)
Common Stock (1)	02/23/2015			Code V M	Amount 40,530	(D)	Price \$ 0	537,127	D	
Common Stock (2)	02/23/2015			F	34,692	D	\$ 14.17	502,435	D	

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

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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. Transacti Code (Instr. 8)	5. Number of ctionDerivative Securities 3) 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
Restricted Stock Unit	<u>(3)</u>	02/23/2015		M		40,530	02/23/2015	02/23/2015	Common Stock	40,530

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
GIROMINI RICHARD J 1000 SAGAMORE PARKWAY SOUTH LAFAYETTE, IN 47905	X		President & CEO			

Signatures

Richard J.

Giromini

**Signature of Reporting Person

O2/26/2015

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).
 - Tax withholding of performance stock unit and restricted stock unit, granted on 2/23/12 and vested on 2/23/15, was previously reported,
- (1) but the settlement of the restricted stock unit was inadvertantly left off of the Form 4. This amendment reflects the vesting of the restricted stock unit, the award of which was originally reported on Table II of a Form 5 filed on 2/12/13.
- (2) Automated sale upon vest of performance stock units and restricted stock units granted on 2/23/12 for purposes of paying taxes due at time of vest
- (3) Each restricted stock unit converted to one share of WNC common stock as of date of vesting on 2/23/2015.

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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