

WABASH NATIONAL CORP /DE  
 Form 4  
 March 03, 2017

**FORM 4**

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

OMB APPROVAL

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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

(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)  
 03/02/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP, Group President, DPG

LAFAYETTE, IN 47905

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

(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 (D) Price  |   |  |   |
| Common Stock                    | 03/02/2017                           |  | M                              | 2,452 A \$ 3.59   | 171,146   | D  |   |
| Common Stock                    | 03/02/2017                           |  | M                              | 6,666 A \$ 2.06   | 177,812   | D  |   |
| Common Stock                    | 03/02/2017                           |  | M                              | 92 A \$ 10.21   | 177,904   | D  |   |
| Common Stock                    | 03/02/2017                           |  | S                              | 2,452 D \$ 21.802   | 175,452   | D  |   |
|                                 | 03/02/2017                           |  | S                              | 6,666 D   | 168,786   | D  |   |

|              |            |  |   |    |            |            |        |         |
|--------------|------------|--|---|----|------------|------------|--------|---------|
| Common Stock |            |  |   |    | \$         |            |        |         |
|              |            |  |   |    | 21.802     |            |        |         |
|              |            |  |   |    | <u>(3)</u> |            |        |         |
| Common Stock | 03/02/2017 |  | S | 92 | D          | \$         | 21.802 | 168,694 |
|              |            |  |   |    |            | <u>(3)</u> |        | 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.**

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(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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock option (right to buy)                | \$ 3.59  | 03/02/2017                           |  | M                              | 2,452   | <u>(1)</u> 02/11/2019                                    | Common Stock  | 2,452                         |
| Stock option (right to buy)                | \$ 2.06  | 03/02/2017                           |  | M                              | 6,666   | <u>(1)</u> 01/05/2020                                    | Common Stock  | 6,666                         |
| Stock option (right to buy)                | \$ 10.21   | 03/02/2017                           |  | M                              | 92  | <u>(1)</u> 02/23/2021                                    | Common Stock  | 92                            |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director      10% Owner      Officer      Other

Weber Mark Jason  
1000 SAGAMORE PARKWAY SOUTH  
LAFAYETTE, IN 47905

SVP, Group  
President,  
DPG

## Signatures

Mark J. Weber

03/03/2017

          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

- The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the SEC
- (3) staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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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