WABASH NATIONAL CORP/DE

Form 4

February 26, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 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 *

Taylor Jeffery L

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

WABASH NATIONAL CORP /DE

[WNC]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

02/19/2014

Director 10% Owner Other (specify X_ Officer (give title

below)

below) Acting CFO and Treasurer

1000 SAGAMORE PARKWAY **SOUTH**

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

LAFAYETTE, IN 47905

(City)

(State) (Zip)

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

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

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

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 (A) Transaction(s) or (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.

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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

Conversion

3. Transaction Date 3A. Deemed

5. Number of (Month/Day/Year) Execution Date, if TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amoun Underlying Securiti

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Stock Option (right to buy)	\$ 13.32	02/19/2014		A	8,170	<u>(1)</u>	02/19/2024	Common Stock	8,1
Restricted Stock	<u>(2)</u>	02/19/2014		A	7,840	(3)	<u>(4)</u>	Common Stock	7,84
Performance Unit	<u>(5)</u>	02/19/2014		A	13,070	02/19/2016	02/19/2016	Common Stock	13,0

Reporting Owners

Reporting Owner Name / Address	Relationships					
coporting of the common common	Director	10% Owner	Officer	Other		
Taylor Jeffery L 1000 SAGAMORE PARKWAY SOUTH LAFAYETTE, IN 47905			Acting CFO and Treasurer			

Signatures

Jeffery L.
Taylor

**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 vests in three equal installments on February 19, 2015, 2016, and 2017.
- (2) Each restricted stock unit represents a contingent right to receive one share of WNC common stock
- (3) Award is fully vested on February 19, 2017.
- (4) The grantee will be entitled to receive shares of common stock equal to the number of units vested on 2/19/2017.
- Performance Units were granted on 2/19/14, subject to achievement of performance period criteria for a three-year period ending upon the close of the Company's 2016 fiscal year. Number of units reported assume the Company meets target performance criteria at the end of 2016; actual units earned will be adjusted based on actual performance against the performance criteria. Any earned units will vest on 2/19/2017, at which time each earned and vested unit will convert to one share of the Company's common stock.

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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