

Smith Dustin T
 Form 3
 October 12, 2017

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 Smith Dustin T | | (Month/Day/Year) | WABASH NATIONAL CORP /DE [WNC] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 1000 SAGAMORE PARKWAY | | | | |
| SOUTH | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| LAFAYETTE,Â INÂ 47905 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | SVP and Group President, CTP | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

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 ⁽¹⁾ | 20,100 | D | Â |

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

SEC 1473 (7-02)

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.

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) Title | 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) ⁽⁶⁾ | Â ⁽⁵⁾ | 02/17/2025 | Common Stock | 1,500 | \$ 0 | D | Â |
| Stock Option (right to buy) ⁽⁷⁾ | Â ⁽²⁾ | 02/19/2024 | Common Stock | 767 | \$ 0 | D | Â |
| Performance Unit | 02/22/2020 | 02/20/2020 | Common Stock | 9,740 | \$ ⁽³⁾ | D | Â |
| Performance Unit | 02/17/2018 | 02/17/2018 | Common Stock | 3,590 | \$ ⁽⁴⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Smith Dustin T 1000 SAGAMORE PARKWAY SOUTH LAFAYETTE, LA IN 70705 | Â | Â | Â SVP and Group President, CTP | Â |

Signatures

Dustin T. Smith 10/12/2017
 __Signature of Date
 Reporting Person

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) Restricted Stock Unit awards - 7,500 vesting 10/1/2020, 6,500 vesting 2/22/2020, 3,940 vesting 2/17/2019, and 2,160 vesting 2/17/2018
- (2) Award is fully vested
 Performance Units were granted on February 22, 2017, subject to achievement of performance period criteria for a three-year period, ending upon the close of the Company's 2019 fiscal year. The number of units reported assume the Company meets target performance criteria at the end of 2019; actual units earned will be adjusted based on actual performance against the performance criteria. Any earned units will vest on February 22, 2020, at which time each earned and vested unit will convert to one share of the Company's common stock.
- (3) Performance Units were granted on February 17, 2015, subject to achievement of performance period criteria for a three-year period, ending upon the close of the Company's 2017 fiscal year. The number of units reported assume the Company meets target performance criteria at the end of 2017; actual units earned will be adjusted based on actual performance against the performance criteria. Any earned units will vest on February 17, 2018, at which time each earned and vested unit will convert to one share of the Company's common stock.
- (5) Award vests in three equal installments on February 17, 2016, 2017 and 2018
- (6) Awarded 2,250 stock options, 750 sold, 750 held, 750 not vested
- (7) Awarded 2,300 stock options, 1,533 sold and 767 held

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.