

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)

|  |   |  |   |   |  |
|--|---|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Pitchford William D</p> <p>(Last) (First) (Middle)</p> <p>1000 SAGAMORE PARKWAY SOUTH</p> <p>(Street)</p> <p>LAFAYETTE,Â INÂ 47905</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/01/2013</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>WABASH NATIONAL CORP /DE [WNC]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/> <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br/>                 (give title below) (specify below)<br/>                 SVP of Human Resources</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/> <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|--|

**Table I - Non-Derivative Securities Beneficially Owned**

|  |  |   |  |
|--|--|---|--|
| <p>1. Title of Security (Instr. 4)</p> | <p>2. Amount of Securities Beneficially Owned (Instr. 4)</p> | <p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p> | <p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|--|--|---|--|

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)**

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

(Instr. 5)

|                             |              |              |              |       |               |   |   |
|-----------------------------|--------------|--------------|--------------|-------|---------------|---|---|
| Stock Option (right to buy) | Â <u>(1)</u> | 02/20/2023   | Common Stock | 4,620 | \$ 9.61       | D | Â |
| Stock Option (right to buy) | Â <u>(2)</u> | 02/23/2022   | Common Stock | 7,510 | \$ 10.85      | D | Â |
| Restricted Stock Units      | Â <u>(3)</u> | Â <u>(4)</u> | Common Stock | 2,580 | \$ 0          | D | Â |
| Restricted Stock Units      | Â <u>(5)</u> | Â <u>(6)</u> | Common Stock | 2,910 | \$ 0          | D | Â |
| Performance Units           | 02/23/2015   | 02/23/2015   | Common Stock | 3,000 | \$ <u>(8)</u> | D | Â |
| Performance Units           | 02/20/2016   | 02/20/2016   | Common Stock | 3,880 | \$ <u>(7)</u> | D | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| Pitchford William D<br>1000 SAGAMORE PARKWAY SOUTH<br>LAFAYETTE, IN 47905 | Â             | Â         | Â SVP of Human Resources | Â     |

## Signatures

William D.  
Pitchford

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) Award vests in three equal installments on February 20, 2014, 2015, and 2016.
- (2) Award vests in three equal installment on February 23, 2013, 2014, and 2015
- (3) Award will fully vest on February 23, 2015
- (4) The grantee will be entitled to receive shares of common stock equal to the number of units vested on 2/23/2015.
- (5) Award will fully vest on February 20, 2016
- (6) The grantee will be entitled to receive shares of common stock equal to the number of units vested on February 20, 2016.

- (7) 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.

- (8) Performance units were earned upon the close of the Company's 2012 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 2/23/2015.

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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