

WABASH NATIONAL CORP /DE

Form 4/A

February 26, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)

02/23/2015

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

SVP, Group President, DPG

LAFAYETTE, IN 47905

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
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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock ⁽¹⁾	02/23/2015		M		9,950	A	\$ 0
							94,305
Common Stock ⁽²⁾	02/23/2015		F		8,907	D	\$ 14.17
							85,398

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
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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(3)	02/23/2015		M		9,950		02/23/2015	02/23/2015	Common Stock	9,950

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 02/26/2015

**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) Tax withholding of performance stock unit and restricted stock unit, granted on 2/23/12 and vested on 2/23/15, was previously reported, but the settlement of the restricted stock unit was inadvertently 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.