

WABASH NATIONAL CORP /DE
 Form 4
 February 23, 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 *
 Roth Erin Jennifer

2. Issuer Name and Ticker or Trading Symbol
 WABASH NATIONAL CORP /DE [WNC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
 SVP, General Counsel

(Last) (First) (Middle)
 1000 SAGAMORE PARKWAY SOUTH
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/22/2017

LAFAYETTE, IN 47905

(City) (State) (Zip)

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

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

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	(A) or (D)	Price
Common Stock	02/22/2017		M		22,219	A	\$ 0
Common Stock	02/22/2017		F		10,520	D	\$ 20.58
Common Stock ⁽³⁾	02/22/2017		A		8,570	A	\$ 0

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 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 Underlying Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Performance Unit	(4)	02/22/2017		A		9,149		02/22/2017	02/22/2017	Common Stock
Performance Unit	(1)	02/22/2017		M		22,219		02/22/2017	02/22/2017	Common Stock
Performance Unit	(2)	02/22/2017		A		12,860		02/22/2020	02/22/2020	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Roth Erin Jennifer 1000 SAGAMORE PARKWAY SOUTH LAFAYETTE, IN 47905			SVP, General Counsel	

Signatures

Erin J. Roth 02/23/2017

**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) Performance Units were granted on 2/19/2014, with a performance period ending upon the close of the Company's 2016 fiscal year. Number of units reported reflect the total number of shares earned as a result of the achievement of Company specified performance criteria for the performance period. Each performance unit converted to one share of WNC common stock as of date of vesting on 2/19/2017.

(2) 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) Restricted Stock Unit award vesting February 22, 2020.

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Performance Units were granted on 2/19/2014, with a performance period ending upon the close of the Company's 2016 fiscal year.

- (4) Number of units reported reflect those additional shares earned over and above the units reported on the Form 4 filed on 2/26/2014 as a result of the achievement of Company specified performance criteria for the performance period.

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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