

Roth Erin Jennifer
Form 4
April 05, 2013

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
 Officer (give title below) Other (specify below)
General Counsel & Secretary

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

3. Date of Earliest Transaction (Month/Day/Year)
04/03/2013

LAFAYETTE, IN 47905

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/03/2013 ⁽¹⁾		M		17,000	A	\$ 7.44
Common Stock	04/03/2013		D		17,000	D	\$ 9.93
Common Stock	04/03/2013 ⁽¹⁾		M		23,000	A	\$ 7.44
Common Stock	04/03/2013		D		23,000	D	\$ 7.44

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

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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 Security (Instr. 3 and 4)
Stock Appreciation Right	\$ 7.44	04/03/2013		M	17,000	03/25/2013 03/25/2020	Common Stock 17,000
Performance Unit	\$ 7.44	04/03/2013		M	23,000	03/25/2013 03/25/2020	Common Stock 23,000

Reporting Owners

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

Signatures

Erin J. Roth 04/05/2013

**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) Amount payable was made to individual on 4/3/2013 based upon the vesting of that right on 3/25/2013.

(2) Stock Appreciation Right. Vested on 3/25/2013. Vested rights were paid in cash on 4/3/2013 based upon the difference in the closing price of the Company's common stock on the date of grant (\$7.44, on March 25, 2010) and on the date of vesting (\$9.93, on March 25, 2013).

(3) Performance Unit Award. Vested on 3/25/2013. Vested rights were paid in cash based upon the closing price of the Company's common stock on the date of grant (\$7.44, on March 25, 2010). Performance Unit grant conditions required payment based upon the lesser of

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\$7.44 or the closing price of the Company's common stock on the date of vesting (\$9.93, on March 25, 2013).

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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