

WABASH NATIONAL CORP /DE
 Form 4
 March 07, 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 *
 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)
 03/06/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, Group President, DPG

LAFAYETTE, IN 47905

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

(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	03/06/2017		M			29,908	A	\$ 10.21	198,602	D	
Common Stock	03/06/2017		M			29,030	A	\$ 10.85	227,632	D	
Common Stock	03/06/2017		M			17,850	A	\$ 9.61	245,482	D	
Common Stock	03/06/2017		M			11,420	A	\$ 13.32	256,902	D	
Common Stock	03/06/2017		S			29,908	D	\$ 21.3439	226,994	D	

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Common Stock	03/06/2017	S	29,030	D	<u>(3)</u> \$ 21.3439	197,964	D
Common Stock	03/06/2017	S	17,850	D	<u>(3)</u> \$ 21.3439	180,114	D
Common Stock	03/06/2017	S	11,420	D	<u>(3)</u> \$ 21.3439	168,694	D

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock option (right to buy)	\$ 10.21	03/06/2017		M	29,908	<u>(1)</u> 02/23/2021	Common Stock	29,908	
Stock option (right to buy)	\$ 10.85	03/06/2017		M	29,030	<u>(1)</u> 02/23/2022	Common Stock	29,030	
Stock option (right to buy)	\$ 9.61	03/06/2017		M	17,850	<u>(1)</u> 02/20/2023	Common Stock	17,850	
Stock option (right to buy)	\$ 13.32	03/06/2017		M	11,420	<u>(1)</u> 02/19/2024	Common Stock	11,420	

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 03/07/2017

__Signature of Date
Reporting Person

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) Award is fully vested
- (2) Option grant

This transaction was executed in multiple trades at prices ranging from \$21.30 to \$21.405. The price reported above reflects the average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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.