

GIROMINI RICHARD J
Form 4
February 25, 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 *
GIROMINI RICHARD J

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)
President & CEO

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

3. Date of Earliest Transaction (Month/Day/Year)
02/20/2013

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 9.61	02/20/2013	A		72,690		<u>(1)</u>	02/20/2023	Common Stock	72,690
Restricted Stock Units	<u>(2)</u>	02/20/2013	A		45,760		<u>(3)</u>	<u>(4)</u>	Common Stock	45,760
Performance Units	<u>(5)</u>	02/20/2013	A		61,020		02/20/2016	02/20/2016	Common Stock	61,020

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GIROMINI RICHARD J 1000 SAGAMORE PARKWAY SOUTH LAFAYETTE, IN 47905			President & CEO	

Signatures

Richard J. Giromini 02/25/2013

__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) Award vests in three equal installments on February 20, 2014, 2015, and 2016.

(2) Each restricted stock unit represents a contingent right to receive one share of WNC stock

(3) Award is fully vested on February 20, 2016

(4) The grantee will be entitled to receive shares of common stock equal to the number of units vested on February 20, 2016.

(5) 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.

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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