

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>GIROMINI RICHARD J</u> <hr/> (Last) (First) (Middle) 1000 SAGAMORE PARKWAY SOUTH <hr/> (Street) LAFAYETTE IN 47905 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WABASH NATIONAL CORP /DE [ WNC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>CEO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) 02/21/2018	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/21/2018		M		142,291	A	\$0	919,911	D	
Common Stock	02/21/2018		F		58,930	D	\$23.91	860,981	D	
Common Stock <sup>(1)</sup>	02/21/2018		A		47,793	A	\$0	908,774	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Performance Unit	(2)	02/21/2018		A		67,401		02/21/2018	02/21/2018	Common Stock	67,401	(2)	142,291	D	
Performance Unit	(3)	02/21/2018		M			142,291	02/21/2018	02/21/2018	Common Stock	142,291	(3)	0	D	

**Explanation of Responses:**

1. Restricted Stock Unit award vesting February 21, 2021.
2. Performance Units were granted on 2/17/2015, with a performance period ending upon the close of the Company's 2017 fiscal year. Number of units reported reflect those additional shares earned over and above the units reported on the Form 4 filed on 2/19/2015 as a result of the achievement of Company specified performance criteria for the performance period.
3. Performance Units were granted on 2/17/2015, with a performance period ending upon the close of the Company's 2017 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 2/17/2018.

**Remarks:**

Richard J. Giromini 02/23/2018

\*\* Signature of Reporting Person Date

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

\* 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).

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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