SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Smith Dustin T (Last) (First) (Middle) 1000 SAGAMORE PARKWAY SOUTH (Street) LAFAYETTE IN 47905 (City) (State) (Zip)	WABASH NATIONAL CORP /DE [WNC] 3. Date of Earliest Transaction (Month/Day/Year) 02/21/2018 4. If Amendment, Date of Original Filed (Month/Day/Year)	Director / 10% Owner X Officer (give title below) / Other (specify below) SVP and Group President, CTP 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	02/21/2018		M		6,821	A	$0	28,181	D	
Common Stock	02/21/2018		F		2,677	D	$23.91	25,504	D	
Common Stock(1)	02/21/2018		A		8,821	A	$0	34,325	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	Amount or Number of Shares				
Performance Unit	(3)	02/21/2018		A		3,231		02/21/2018	02/21/2018	Common Stock	3,231	(3)	6,821	D	
Performance Unit	(2)	02/21/2018		M			6,821	02/21/2018	02/21/2018	Common Stock	6,821	(2)	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 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.

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 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.

Remarks:

Dustin T. Smith — 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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