SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q/A

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE QUARTER ENDED JUNE 30, 1998

OR

[ ] TRANSITION REPORT UNDER SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ____________ to ____________

Commission File Number: 1-10883

WABASH NATIONAL CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	52-1375208
(State of Incorporation)	(IRS Employer Identification Number)
1000 Sagamore Parkway South, Lafayette, Indiana	47905
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: (765) 448-1591

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months and has been subject to such filing requirements for the past 90 days.

Yes X No ___

The number of shares of common stock outstanding at January 20, 1999 was 22,965,090.

WABASH NATIONAL CORPORATION

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FORM 10-Q/A

WABASH NATIONAL CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(Dollars in thousands)

	Restated (Note 2) June 30, 1998	December 31, 1997
	(Unaudited)	(Note 1)
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 47,238	$ 14,647
Accounts receivable, net	148,247	161,249
Current portion of finance contracts	6,896	7,697
Inventories	236,359	211,359
Prepaid expenses and other	12,691	12,962
Total current assets	451,431	407,914
PROPERTY, PLANT AND EQUIPMENT, net	118,259	108,798
EQUIPMENT LEASED TO OTHERS, net	37,039	43,986
FINANCE CONTRACTS, net of current portion	65,463	51,539
OTHER ASSETS	17,914	17,633
	$690,106	$629,870

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES:		
Current maturities of long-term debt	$ 2,974	$ 4,148
Accounts payable	118,788	94,083
Accrued liabilities	34,009	29,471
Total current liabilities	155,771	127,702
LONG-TERM DEBT, net of current maturities	164,220	231,880
DEFERRED INCOME TAXES	29,970	26,440
OTHER NONCURRENT LIABILITIES AND CONTINGENCIES	15,013	17,332
STOCKHOLDERS' EQUITY:		
Preferred stock	4	4
Common stock, 22,962,245 and 19,954,874 shares issued and outstanding, respectively	230	200
Additional paid-in capital	223,066	135,611
Retained earnings	103,111	91,980
Treasury stock at cost, 59,600 shares	(1,279)	(1,279)
	325,132	226,516
	$690,106	$629,870

See Notes to Condensed Consolidated Financial Statements.

WABASH NATIONAL CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(Amounts in thousands, except per share amounts)

	Three Months Ended June 30,		Six Months Ended June 30,	
	Restated (Note 2) 1998	1997	Restated (Note 2) 1998	1997
	(Unaudited)		(Unaudited)	
NET SALES	$337,733	$196,407	$631,345	$331,494
COST OF SALES	313,695	181,697	581,419	308,751
Gross Profit	24,038	14,710	49,926	22,743
GENERAL AND ADMINISTRATIVE EXPENSES	6,968	4,438	13,364	6,592

SELLING EXPENSE	3,219	(2,083)	6,197	3,219
Income from operations	13,851	8,189	30,365	12,932
OTHER INCOME (EXPENSE):				
Interest Expense	(3,527)	(3,736)	(8,176)	(7,105)
Other, net	(53)	147	(293)	238
Income before income taxes	10,271	4,600	21,896	6,065
PROVISION FOR INCOME TAXES	4,068	1,758	8,735	2,354
Net Income	$ 6,203	$ 2,842	$ 13,161	$ 3,711
PREFERRED STOCK DIVIDENDS	264	216	528	216
NET INCOME AVAILABLE TO COMMON SHAREHOLDERS	$ 5,939	$ 2,626	$ 12,633	$ 3,495
Earnings per share:				
Basic	$ 0.27	$0.13	$ 0.60	$ 0.18
Diluted	$ 0.27	$ 0.13	$ 0.60	$ 0.18
Cash dividends per share	$ 0.035	$ .03	$ 0.07	$ .06

See Notes to Condensed Consolidated Financial Statements.

WABASH NATIONAL CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollars in thousands)

	Six Months Ended June 30,	
	Restated (Note 2) 1998	1997
	(Unaudited)	
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Income	$ 13,161	$ 3,711
Adjustments to reconcile net income to net cash provided by (used in) operating activities-		
Depreciation and amortization	8,062	8,955
Bad debt provision	395	221
Deferred income taxes	2,570	5,089
Equity in losses of unconsolidated affiliate	1,300	---
Change in operating assets and liabilities, excluding effects of the acquisition--		
Accounts receivable	12,607	(21,658)

Inventories	(25,000)	(34,721)
Prepaid expenses and other	1,231	(5,534)
Accounts payable and accrued liabilities	29,137	31,645
Other, net	(926)	839
Net cash provided by (used in) operating activities	42,537	(11,453)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures	(13,889)	(12,536)
Investment in equipment leased to others	(5,674)	(18,482)
Proceeds from sale of leased equipment and finance contracts	10,074	2,315
Investment in finance contracts	(19,041)	(11,671)
Principal payments on finance contracts	3,166	2,513
Payments for RoadRailer technology	---	(1,086)
Payment for purchase of Fruehauf, net of cash acquired (Note 6)	---	(15,129)
Investment in unconsolidated affiliate	(1,397)	---
Other, net	89	69
Net cash used in investing activities	(26,672)	(54,007)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from:		
Long-term debt	---	25,000
Long-term revolver	140,600	157,500
Common stock, net of expenses	87,485	443
Payments:		
Long term debt	(8,834)	(2,352)
Long-term revolver	(200,600)	(118,000)
Common stock dividends	(1,397)	(1,135)
Preferred stock dividends	(528)	(173)
Net cash provided by financing activities	16,726	61,283
NET INCREASE (DECREASE) IN CASH	32,591	(4,177)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	14,647	5,514
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 47,238	$ 1,337

See Notes to Condensed Consolidated Financial Statements.

WABASH NATIONAL CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in thousands)

NOTE 1. GENERAL

The consolidated financial statements included herein have been prepared by Wabash National Corporation and Subsidiaries (the Company) without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations; however, the Company believes that the disclosures are adequate to make the information presented not misleading. The condensed consolidated financial statements included herein should be read in conjunction with the financial statements and the notes thereto included in the Company's 1997 Annual Report on Form 10-K.

In the opinion of the registrant, the accompanying financial statements contain all material adjustments (consisting only of normal recurring adjustments), necessary to present fairly the consolidated financial position of the Company at June 30, 1998 and December 31, 1997 and its results of operations and cash flows for the six months ended June 30, 1998 and 1997.

NOTE 2. RESTATEMENT

On January 19, 1999, the Company announced that it would restate the previously reported financial statements for the quarters ended March 31, June 30 and September 30, 1998. In late 1997, the Company converted its manufacturing information systems which adversely impacted its ability to accurately determine its inventory costs on an interim basis in 1998. In connection with the conversion, the Company lost its ability to generate automated bills of material for purposes of relieving inventory and instead used estimates of material costs as a percent of sales prices. Following the Company's annual physical inventory count, the Company identified adjustments necessary to properly state inventory and cost of sales for these periods.

The Company's financial statements at and for the three and six month periods ended June 30, 1998 have been restated to reflect these adjustments. The results of the Company's physical inventory identified only immaterial adjustments in 1997; therefore, no adjustments were necessary for any periods prior to 1998. A summary of the effect of the adjustments at and for the three and six month periods ended June 30, 1998 on certain previously reported amounts is as follows:

	Three Months		Six Months	
	Previously Reported	Restated	Previously Reported	Restated
Sales	$337,733	$337,733	$631,345	$631,345
Cost of sales	309,495	313,695	576,419	581,419
Gross Profit	28,238	24,038	54,926	49,926
Income Before Income Taxes	14,471	10,271	26,896	21,896
Net Income	8,723	6,203	16,161	13,161
Earnings Per Share:				
Basic	$ 0.38	$ 0.27	$0.74	$0.60
Diluted	$ 0.38	$ 0.27	$0.74	$0.60

	June 30, 1998	
Inventories	$241,359	$236,359
Accrued Liabilities	36,009	34,009
Retained Earnings	106,111	103,111

NOTE 3. INVENTORIES

Inventories consisted of the following (in thousands):

	Restated (Note 2) June 30, 1998	December 31, 1997

	----	----
	(Unaudited)	
Raw material and components	$ 114,903	$ 75,629
Work in progress	23,233	16,892
Finished goods	38,485	68,164
Aftermarket parts	26,883	25,386
Used trailers	32,855	25,288
	$ 236,359	$ 211,359

NOTE 4. EARNINGS PER SHARE

The Company adopted Statement of Financial Accounting Standards (SFAS No. 128, "Earnings Per Share") during 1997. SFAS No. 128 simplifies the computation of earnings per share (EPS) and requires the presentation of two new amounts: basic and diluted EPS. As required, all prior period EPS data has been restated to conform with the provisions of this statement.

A reconciliation of the numerators and denominators of the basic and diluted EPS computations, as required by SFAS No. 128, is presented below:

	Three Months Ended June 30		Six Months Ended June 30	
	1998	1997	1998	1997
	Restated(Note 2)		Restated(Note 2)	
BASIC:				
Net income	6,203	2,842	13,161	3,711
Preferred stock dividends	(264)	(216)	(528)	(216)
Net income, basic	5,939	2,626	12,633	3,495
Common shares, basic	22,036	19,745	21,002	19,330
Basic EPS	$ 0.27	$ 0.13	$ 0.60	$ 0.18
DILUTED:				
Net income, basic	5,939	2,626	12,633	3,495
Effect of dilutive securities:				
Convertible preferred stock	---	---	---	---
Net income, assuming full dilution	5,939	2,626	12,633	3,495
Common shares, basic	22,036	19,745	21,002	19,330
Effect of dilutive securities:				
Convertible preferred stock	---	---	---	---
Stock Options	124	37	134	81
Common shares, assuming full dilution	22,160	19,782	21,136	19,411
Diluted EPS	$ 0.27	$ 0.13	$ 0.60	$ 0.18

NOTE 5. LEASING AND FINANCE OPERATIONS

Wabash National Finance Corporation (the Finance Company), a wholly-owned subsidiary of the Company, provides leasing and finance programs to customers for new and used trailers. The Finance Company's lease revenues, excluding revenue from the sale of leased trailers of $1.3 million and $2.4 million, were

$10.8 million and $10.3 million during the six months ended June 30, 1998 and 1997, respectively. Income before income taxes was $1.2 million and $0.2 million during the six months ended June 30, 1998 and 1997, respectively.

At June 30, 1998 and December 31, 1997 respectively, the Finance Company had $62.2 million and $54.9 million in long-term debt, comprised of $54 million and $39.0 million in intercompany debt to the Company and $8.2 million and $15.9 million in debt due to third parties, of which $7.4 and $8.4 million was guaranteed by the Company. Also at June 30, 1998 and December 31, 1997 respectively, the Finance Company had total assets of $112.7 million and $107.1 million, consisting primarily of Equipment Leased to Others of $37.0 million and $44.0 million and Finance Contracts, net of current portion, of $65.5 million and $51.5 million.

NOTE 6. ACQUISITION

The following unaudited pro forma consolidated results of operations of the Company and the acquired assets of Fruehauf assume the acquisition occurred as of January 1, 1997 (in millions, except per share data):

	Six Months Ended June 30, 1998 Restated (Note 2)	1997
Net Sales	$631.3	$361.2
Net Income	$ 13.2	$ 3.2
Net Income per common share	$ 0.60	$ 0.14

In management's opinion, the unaudited pro forma combined results of operations are not indicative of the actual results that would have occurred had the acquisition been consummated at the beginning of 1997 or of future operations of the combined companies under the ownership and management of the Company.

NOTE 7. SUPPLEMENTAL CASH FLOW INFORMATION

(In thousands)	Six Months Ended June 30, 1998	1997
Cash paid during the period for:		
Interest	$7,868	$ 6,138
Income taxes	7,553	507
Noncash investing and financing activities:		
Preferred stock issued for acquisition	---	17,600
Common stock issued for acquisition	---	17,750
Purchase of Fruehauf assets, net of cash acquired:		
Accounts receivable, net	$ ---	$ 13,955
Inventory, net	---	20,163
Prepaid expenses and other	---	4,072
Property, plant and equipment	---	25,269
Current liabilities	---	(8,980)
Non-current liabilities	---	(4,000)
Stock issued	---	(35,350)

Net cash paid to acquire Fruehauf	$ ---	$(15,129)

NOTE 8. ACCOUNTS RECEIVABLE SECURITIZATION

On March 31, 1998, Wabash National Corporation replaced its existing $40 million receivable sale and servicing agreement with a new three-year trade receivable securitization facility. The new facility allows the Company to sell, without recourse on an ongoing basis, all of their accounts receivable to Wabash Funding Corporation (Funding Corp.), a wholly-owned unconsolidated subsidiary of the Company. Simultaneously, the Funding Corp. has sold and, subject to certain conditions, may from time to time sell an undivided interest in those receivables to a large financial institution. At June 30, 1998, $83 million of proceeds have been received under the new facility. No gain or loss was recorded during the first quarter of 1998 as a result of this transaction. Amounts reflected as Accounts Receivable in the accompanying Condensed Consolidated Balance Sheets as of June 30, 1998 include an interest in receivables sold to the Funding Corp. in excess of proceeds received.

Proceeds from the sale were used to reduce outstanding borrowings under the Company's Revolving Credit Agreement and are reflected as operating cash flows in the accompanying Condensed Consolidated Statement of Cash Flows. Costs associated with this facility will be classified as Selling, General and Administrative Expenses in the consolidated statement of income.

In order to operate this facility on an on-going basis, the Funding Corp. is required to meet certain covenants primarily related to the performance of the accounts receivable portfolio. Servicing responsibility for these receivables resides with the Company.

NOTE 9. COMMON STOCK OFFERING

On April 28, 1998, the Company sold three million shares of its common stock in a registered public offering at a public-offering price of $30.75 per share. The Company expects to use the net proceeds from the sale to expand its retail branch network, to fund certain capital improvements related to its manufacturing facilities, to repay debt, and for other general corporate purposes.

NOTE 10. SUBSEQUENT EVENT

On July 14, 1998, the Company acquired Cloud Corporation of Harrison, AR (Cloud) and Cloud Oak Flooring Co., Inc. of Sheridan, AR (Cloud Oak), manufacturers of laminated hardwood floors for the truck body and trailer industry. These companies had combined revenues of approximately $40 million in 1997.

Aggregate consideration for this transaction included approximately $10 million in cash, $13 million in convertible preferred stock and the assumption of certain indebtedness. This transaction will be accounted for as a purchase with the excess purchase price above the net assets acquired being recorded as goodwill.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS

NOTE: This discussion contains various forward-looking comments. These comments should be viewed in connection with the risk factors disclosed in the Company's Registration Statement on Form S-3 (SEC File No. 333-48589).

RESTATEMENT

As described in Note 2 of the Notes to Condensed Consolidated Financial Statements, on January 19, 1999, the Company announced that it would restate the previously reported financial statements for the quarters ended March 31, June 30 and September 30, 1998. In late 1997, the Company converted its manufacturing information systems which adversely impacted its ability to accurately determine its inventory costs on an interim basis in 1998. In connection with the conversion, the Company lost its ability to generate automated bills of material for purposes of relieving inventory and instead used estimates of material costs as a percent of sales prices. Following the Company's annual physical inventory count, the Company identified adjustments necessary to properly state inventory and cost of sales for these periods.

The Company's financial statements at and for the three and six month periods ended June 30, 1998 have been restated to reflect these adjustments. The results of the Company's physical inventory identified only immaterial adjustments in 1997; therefore, no adjustments were necessary for any periods prior to 1998. The effect of the restatement was to reduce net income for the three and six months ended June 30, 1998 by $2.5 million and $3.0 million, respectively. The restated net income for the three and six months ended June 30, 1998 is $6.2 million and $13.2 million compared to $2.8 million and $3.7 million, respectively, for the same periods in 1997.

The information in the discussion which follows is presented after restatement of the financial statements.

Net Sales

Net sales for the three month period ended June 30, 1998 increased $141.3 million or 72% compared to the same period in 1997 and were $299.9 million or 90% higher for the six month period ended June 30, 1998 compared to the same period in 1997. The increase in net sales for the three and six month periods were primarily attributable to an increase in new trailer sales of $120.9 million and $244.4 million, respectively, and an increase in aftermarket parts and service revenues of $9.7 million and $35.3 million, respectively.

The increases in new trailer sales of $120.9 million and $244.4 million for the three and six month periods, respectively, were caused by a 53% and 67% increase in units sold, along with an increase of 16% and 13% in the average sales price per unit during the same periods. These favorable conditions are the result of continued sales growth at the Company's retail outlets, increased production capabilities, increased production of the Company's composite trailer and a continued strong demand for the Company's products.

The increase in aftermarket parts and service revenues reflects an increase in aftermarket parts sales through the Company's existing parts distribution business as well as the aftermarket parts distribution business and 31 retail outlets acquired. Beginning in 1998, the Company plans to begin the expansion of its retail distribution network from its current level of 31 retail outlets to approximately 50 retail outlets within 24 months.

Gross Profit

Gross profit as a percentage of net sales totaled 7.1% for the three month period ended June 30, 1998 compared to 7.5% for the same period in 1997. The gross profit margin for the six-month period ended June 30, 1998 as a percentage of sales was 7.9% versus 6.9% for the same period in 1997. The slight decrease in the gross profit margin for the second quarter reflects the effect of the Company's conversion of its manufacturing information systems on its production costs during the quarter. The increase in the gross profit margin for the year reflects the impact of higher margin sales of new and used trailers and aftermarket parts and service revenues generated from the retail branch outlets acquired in 1997. In addition, the improvement in product mix resulting from the completion of the Company's composite material facility in the third quarter of 1997 has allowed the Company to increase its production rates, thereby improving production efficiencies at the Company's manufacturing facilities.

Income From Operations

Income from operations for the three and six month periods ended June 30, 1998 as a percentage of net sales was 4.1% and 4.8% compared to 4.2% and 3.9% for the same periods in 1997. Income from operations in 1998 was impacted primarily by the changes in the gross profit margin previously discussed offset somewhat by increased selling, general and administrative expenses. The increase in selling, general and administrative expenses primarily reflects higher levels of expense associated with the retail outlets acquired in April, 1997 as well as costs associated with the Company's new accounts receivable securitization facility.

Interest Expense

Interest expense for the three and six month periods ended June 30, 1998 totaled $3.5 million and $8.2 million compared to $3.7 million and $7.1 million for the same periods in 1997. The decrease in interest expense during the second quarter of 1998 is attributable to the pay down of approximately $67.7 million in long-term debt during the six months ended June 30, 1998 using proceeds from the Company's new trade receivable securitization facility which closed on March 31, 1998 coupled with proceeds from the Company's April, 1998 common stock offering.

Taxes

The provision for income taxes for the three and six month periods ended June 30, 1998 of $4.1 million and $8.7 million, respectively, represents 39.6% and 39.9% of pre-tax income for the periods compared to the provision of $1.8 million and $2.4 million, or 38.2% and 38.8% of pretax income, respectively, for the same periods in 1997. The effective tax rates are higher than the Federal statutory rates of 35% due primarily to state income taxes.

LIQUIDITY AND CAPITAL RESOURCES

Operating Activities

For the six months ended June 30, 1998, cash provided by operating activities amounted to $42.5 million primarily due to net income and changes in working capital. Increased inventory levels resulting from higher new trailer production and the establishment of inventory at the retail outlets was more than offset by related increases in accounts payable and accrued liabilities. In addition, as discussed in more detail below, the Company received proceeds totaling $83 million from the sale of accounts receivable which favorably impacted cash flow from operations.

Investing Activities

For the six months ended June 30, 1998, cash used in investing activities amounted to $26.7 million primarily due to the expansion of the

Finance Company's leasing operation ($24.7 million), capital expenditures ($13.9 million) offset somewhat by the sale of leased equipment and finance contracts ($10.1 million).

Capital expenditures during the period were associated with increasing the Company's manufacturing operations, the acquisition of a new consolidated parts center in Lafayette, Indiana and other operating purposes. The Company continues to pursue its branch expansion strategy although no firm commitments have been entered into to date. In addition, the Company anticipates future capital expenditures related to increasing capacity and manufacturing productivity at its recently acquired flooring operation in Harrison, Arkansas and at its trailer manufacturing facility in Huntsville, Tennessee. Expenditures related to these, and other activities, are expected to be $80-$100 million over the next 12 to 24 months.

During March, 1998, the Finance Company sold and leased back approximately $8.8 million of its Equipment Leased to Others with a large financial institution.

Financing Activities

For the six months ended June 30, 1998, cash provided by financing activities amounted to $16.7 million primarily due to the issuance of common stock ($87.5 million)and borrowings under the Company's long-term revolver ($140.6 million) offset somewhat by the paydown of the Company's long-term revolver ($201 million).

On March 31, 1998, the Company replaced its existing $40 million receivable sale and servicing agreement with a new three-year trade receivable securitization facility. The new facility allows the Company to sell, without recourse on an ongoing basis, all of its accounts receivable to Wabash Funding Corporation (Funding Corp.), a wholly-owned unconsolidated subsidiary of the Company. Simultaneously, the Funding Corp. has sold and, subject to certain conditions, may from time to time sell an undivided interest in those receivables to a large financial institution. At June 30, 1998, $83 million of proceeds were received by the Company related to this new facility. Proceeds from the sale were used to reduce outstanding borrowings under the Company's Revolving Credit Agreement and are reflected as operating cash flows in the accompanying Consolidated Statement of Cash Flows.

On April 28, 1998, the Company sold three million shares of its common stock in a registered public offering at a public-offering price of $30.75 per share. The Company expects to use the proceeds from the sale to expand its retail branch network, to fund certain capital improvements related to its manufacturing facilities, to repay debt, and for other general purposes.

Other

Other sources of funds for capital expenditures, continued expansion of businesses, dividends, principal repayments on debt, stock repurchase and working capital requirements are expected to be cash from operations, additional borrowings under the credit facilities and term borrowings and equity offerings. The Company believes that these funding sources will be adequate for its anticipated requirements.

BACKLOG

The Company's backlog of orders was approximately $894 million at June 30, 1998 and $832 million at December 31, 1997. The Company's backlog represents the amount of orders the Company believes to be firm. Such orders may be subject to extension, delay or cancellation under certain circumstances.

NEW ACCOUNTING PRONOUNCEMENTS

The Company adopted Statement of Financial Accounting Standards (SFAS No. 128, "Earnings Per Share"), during 1997. SFAS No. 128 simplifies the computation of earnings per share (EPS) and requires the presentation of two new amounts, basic and diluted EPS. As required by SFAS No. 128, all prior period EPS data have been restated to conform with the provisions of this Statement. The adoption of Statement resulted in an immaterial difference in its computation of basic and dilutive EPS.

The Company adopted SFAS No. 130, "Reporting Comprehensive Income", on January 1, 1998. SFAS No. 130 was effective for fiscal years beginning after December 15, 1997. SFAS No. 130 established standards for reporting and display of "comprehensive income" and its components. Comprehensive income is not reported in the accompanying Condensed Consolidated Financial Statements as the Company had no items of Other Comprehensive Income for the periods presented.

In June 1997, SFAS No. 131, "Disclosure about Segments of an Enterprise and Related Information" was issued. The statement must be adopted by the Company on December 31, 1998. Under provisions of this statement, the Company will be required to modify or expand the financial statement disclosures for operating segments, products and services, and geographic areas. Implementation of this disclosure standard will not affect the Company's financial position or results of operations.

In June 1998, the FASB issued SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities". SFAS 133 is effective for all fiscal quarters of all fiscal years beginning after June 15, 1999 (beginning of fiscal year 2000 for the Company). This statement requires that all derivative instruments be recorded on the balance sheet at their fair value. Management of the Company has not yet determined the impact that the adoption of SFAS 133 will have on its earnings or statement of financial position. However, management anticipates that, due to its limited use of derivative instruments, the adoption of SFAS 133 will not have a significant effect on the Company's results of operations or its financial position.

YEAR 2000 COMPLIANCE

The Company has assessed and continues to assess the impact of the Year 2000 issue on its reporting systems, operations and interfaces with outside parties and determined that although many of its applications are already compliant, the Company will have to modify or replace other applications. Specifically, the systems in place within the Company's retail and distribution network and certain of its manufacturing operations are not Year 2000 compliant. As a result, during 1998 and 1999, the Company will install new application systems within this distribution network and will replace non-compliant systems within its manufacturing operations which will be Year 2000 compliant. The Company believes that, with modifications to existing software and conversions to new software, the Year 2000 problem will not pose a significant operational problem for the Company. However, because most computer systems are, by their very nature, interdependent, there is no assurance that the systems of other companies on which the Company's systems rely will be timely converted and would not have an adverse effect on the Company's systems. Expenditures related to the Year 2000 initiatives have not been and are not expected to be material to the Company's results of operations or financial position.

PART II - OTHER INFORMATION

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The Company held its annual meeting of security-holders on May 4, 1998, at which time the following nominees were elected to the Board of Directors:

NOMINEES	FOR	WITHHOLD AUTHORITY TO VOTE
Richard E. Dessimoz	16,925,064	183,439
Donald J. Ehrlich	16,928,128	180,375
John T. Hackett	16,925,411	183,092
E. Hunter Harrison	16,923,595	184,908
Mark R. Holden	16,924,061	184,442
Ludvik F. Koci	16,925,758	182,745

ITEM 5. OTHER INFORMATION

The Company will use proxy authorization at the next annual meeting of stockholders to vote in its discretion on those stockholder proposals presented at the meeting that were received after February 15, 1999.

ITEM 6. EXIBITS AND REPORTS ON FORM 8-K

(a) Exhibits:

15.01: Previously Filed Accountant's Review Report has been withdrawn.

(b) Reports on Form 8-K:

1. Form 8-K filed April 14, 1998 reporting under Item 10: Receivables Sales Agreement between the Company and Wabash National Funding Corporation and the Receivables Purchase Agreement between Wabash Funding Corporation and Falcon Asset Securitization Corporation.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

WABASH NATIONAL CORPORATION

Date: January 20, 1999

By: /s/ Rick B. Davis

Rick B. Davis
Corporate Controller
and
Executive Officer

<ARTICLE> 5
<LEGEND>
THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM (A) THE
CONSOLIDATED BALANCE SHEET, STATEMENT OF INCOME AND STATEMENT OF CASH FLOWS AND
IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH (B) FINANCIAL STATEMENTS.
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<CURRENCY> U.S.

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<FISCAL-YEAR-END>	DEC-31-1998
<PERIOD-START>	JAN-01-1998
<PERIOD-END>	JUN-30-1998
<EXCHANGE-RATE>	1
<CASH>	47,238
<SECURITIES>	0
<RECEIVABLES>	148,247
<ALLOWANCES>	0
<INVENTORY>	236,359
<CURRENT-ASSETS>	451,431
<PP&E>	118,259
<DEPRECIATION>	0
<TOTAL-ASSETS>	690,106
<CURRENT-LIABILITIES>	155,771
<BONDS>	164,220
<PREFERRED-MANDATORY>	0
<PREFERRED>	4
<COMMON>	230
<OTHER-SE>	324,898
<TOTAL-LIABILITY-AND-EQUITY>	690,106
<SALES>	631,345
<TOTAL-REVENUES>	631,345
<CGS>	581,419
<TOTAL-COSTS>	581,419
<OTHER-EXPENSES>	19,561
<LOSS-PROVISION>	0
<INTEREST-EXPENSE>	8,176
<INCOME-PRETAX>	21,896
<INCOME-TAX>	8,735
<INCOME-CONTINUING>	13,161
<DISCONTINUED>	0
<EXTRAORDINARY>	0
<CHANGES>	0
<NET-INCOME>	13,161
<EPS-PRIMARY>	0.60
<EPS-DILUTED>	0.60