

WABASH NATIONAL CORP /DE  
 Form 3/A  
 June 14, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Pitchford William D		(Month/Day/Year)	WABASH NATIONAL CORP /DE [WNC]	
(Last)	(First)	(Middle)	06/01/2013	
1000 SAGAMORE PARKWAY SOUTH			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	06/14/2013
LAFAYETTE, IN 47905			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			SVP of Human Resources	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Stock Option (right to buy)	Â <u>(1)</u>	02/20/2023	Common Stock	4,620	\$ 9.61	D	Â
Stock Option (right to buy)	Â <u>(2)</u>	02/23/2022	Common Stock	7,510	\$ 10.85	D	Â
Restricted Stock Units	Â <u>(3)</u>	Â <u>(4)</u>	Common Stock	2,580	\$ 0	D	Â
Restricted Stock Units	Â <u>(5)</u>	Â <u>(6)</u>	Common Stock	2,910	\$ 0	D	Â
Performance Units	02/23/2015	02/23/2015	Common Stock	3,000	\$ <u>(8)</u>	D	Â
Performance Units	02/20/2016	02/20/2016	Common Stock	3,880	\$ <u>(7)</u>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pitchford William D 1000 SAGAMORE PARKWAY SOUTH LAFAYETTE, IN 47905	Â	Â	Â SVP of Human Resources	Â

## Signatures

William D.  
Pitchford

06/14/2013

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Award vests in three equal installment on February 23, 2013, 2014, and 2015
- (3) Award will fully vest on February 23, 2015
- (4) The grantee will be entitled to receive shares of common stock equal to the number of units vested on 2/23/2015.
- (5) Award will fully vest on February 20, 2016
- (6) The grantee will be entitled to receive shares of common stock equal to the number of units vested on February 20, 2016.

(7) 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.

(8) Performance units were granted on 2/23/2012, subject to achievement of performance period criteria for a three-year period ending upon the close of the Company's 2014 fiscal year. Number of units reported assume the Company meets target performance criteria at the end of 2014; actual units earned will be adjusted based on actual performance against the performance criteria. Any earned units will vest on 2/23/2015, at which time each earned and vested unit will convert to one share of the Company's common stock.

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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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