

WABASH NATIONAL CORP /DE
 Form 4
 March 09, 2005

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 *
 Larson Brent A

2. Issuer Name and Ticker or Trading Symbol
 WABASH NATIONAL CORP /DE [WNC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
 03/07/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. VP - Sales & Marketing

LAFAYETTE, IN 47905

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

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/07/2005 | | M | | 20,000 | A | \$ 9.03 27,875 |
| Common Stock | 03/07/2005 | | S | | 5,000 | D | \$ 26.75 22,875 |
| Common Stock | 03/07/2005 | | S | | 3,600 | D | \$ 26.92 19,275 |
| Common Stock | 03/07/2005 | | S | | 4,100 | D | \$ 27 15,175 |
| Common Stock | 03/07/2005 | | S | | 800 | D | \$ 27.02 14,375 |

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| | | | | | | | |
|-----------------------------|------------|---|-------|---|------------|--------|---|
| Common Stock | 03/07/2005 | S | 3,700 | D | \$ 27.1 | 10,675 | D |
| Common Stock | 03/07/2005 | S | 600 | D | \$ 27.11 | 10,075 | D |
| Common Stock | 03/07/2005 | S | 600 | D | \$ 27.25 | 9,475 | D |
| Common Stock | 03/07/2005 | S | 300 | D | \$ 27.26 | 9,175 | D |
| Common Stock | 03/07/2005 | S | 600 | D | \$ 27.29 | 8,575 | D |
| Common Stock | 03/07/2005 | S | 400 | D | \$ 27.6 | 8,175 | D |
| Common Stock | 03/07/2005 | S | 300 | D | \$ 27.69 | 7,875 | D |
| Common Stock ⁽⁴⁾ | 03/07/2005 | A | 4,750 | A | <u>(1)</u> | 12,625 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (right to buy) | \$ 9.03 | 03/07/2005 | | M | 20,000 | <u>(5)</u> 01/17/2013 | Common Stock 20,000 |
| Stock Option (right to buy) | \$ 26.93 | 03/07/2005 | | A | 4,790 | <u>(2)</u> 03/07/2015 | Common Stock 4,790 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Larson Brent A 1000 SAGAMORE PARKWAY SOUTH LAFAYETTE, IN 47905 | | | Sr. VP - Sales & Marketing | |

Signatures

Brent A. Larson 03/09/2005

 Signature of Date
Reporting Person

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) Restricted Stock Award
- (2) Options vest in three equal installments on March 7, 2006, 2007 & 2008
- (3) Option Grant
- (4) Award vests in three equal installments on March 7, 2008, 2009 & 2010
- (5) 2/3 of options vest on 1/17/2005 and the remaining 1/3 vests on 1/17/2006

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.