

WABASH NATIONAL CORP /DE  
 Form 4  
 February 17, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**GIROMINI RICHARD J**

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)  
**02/16/2005**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Senior Vice President - COO**

**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 Indirect Beneficial Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	02/16/2005		M			60,000	A	\$ 8.65	86,592	D	
Common Stock	02/16/2005		S			23,300	D	\$ 26	63,292	D	
Common Stock	02/16/2005		S			100	D	\$ 26.02	63,192	D	
Common Stock	02/16/2005		S			1,600	D	\$ 26.04	61,592	D	
Common Stock	02/16/2005		S			4,600	D	\$ 26.05	56,992	D	

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Common Stock	02/16/2005	S	5,300	D	\$ 26.07	51,692	D
Common Stock	02/16/2005	S	100	D	\$ 26.08	51,592	D
Common Stock	02/16/2005	S	4,900	D	\$ 26.1	46,692	D
Common Stock	02/16/2005	S	100	D	\$ 26.16	46,592	D
Common Stock	02/16/2005	S	9,400	D	\$ 26.5	37,192	D
Common Stock	02/16/2005	S	200	D	\$ 26.55	36,992	D
Common Stock	02/16/2005	S	5,000	D	\$ 26.57	31,992	D
Common Stock	02/16/2005	S	400	D	\$ 26.54	31,592	D
Common Stock	02/16/2005	S	5,000	D	\$ 26.6	26,592	D

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

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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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 8.65	02/16/2005		M	60,000	<u>(1)</u> 07/15/2012	Common Stock	60,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GIROMINI RICHARD J 1000 SAGAMORE PARKWAY SOUTH LAFAYETTE, IN 47905			Senior Vice President - COO	

## Signatures

Richard J.  
Giromini

02/17/2005

\_\_Signature of  
Reporting Person

Date

## 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) 2/3 of the options vest in full on 7/15/04 and the remaining 1/3 vests in full on 7/15/05.
- (2) Option Grant

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.