

KRETZ CYNTHIA J
 Form 4
 February 15, 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 *
KRETZ CYNTHIA 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)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Secretary, General Counsel

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

3. Date of Earliest Transaction (Month/Day/Year)
02/11/2005

LAFAYETTE, IN 47905

(City) (State) (Zip)

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

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	02/11/2005		M			15,000	A	\$ 9.03	17,400	D	
Common Stock	02/11/2005		S			500	D	\$ 24.13	16,900	D	
Common Stock	02/11/2005		S			4,500	D	\$ 24.14	12,400	D	
Common Stock	02/11/2005		S			5,000	D	\$ 24.16	7,400	D	
Common Stock	02/11/2005		S			5,000	D	\$ 24.46	2,400	D	

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Common Stock	02/14/2005	M	1,500	A	\$ 9.03	3,900	D
Common Stock	02/14/2005	S	1,500	D	\$ 25.5	2,400	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)	\$ 9.03	02/11/2005		M	15,000	<u>(1)</u> 01/17/2013	Common Stock	15,000
Stock Option (right to buy)	\$ 9.03	02/14/2005		M	1,500	<u>(1)</u> 01/17/2013	Common Stock	1,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRETZ CYNTHIA J 1000 SAGAMORE PARKWAY SOUTH LAFAYETTE, IN 47905			Secretary, General Counsel	

Signatures

Cynthia J. Kretz 02/15/2005

**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 options vest on 1/17/2005 and the remaining 1/3 vests on 1/17/2006

(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.

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