Kintzele Karl D Form 4 February 15, 2005

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Kintzele Karl D	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	3. Date of Earliest Transaction (Month/Day/Year) 02/14/2005	Director 10% Owner Officer (give title Other (specify below) VP - Internal Audit		
(Street)  LAFAYETTE, IN 47905	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

Common

Stock

02/14/2005

		i cison							
(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. Securit or Dispos (Instr. 3, 4)	ed of (	` '	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)
Common Stock	02/14/2005		M	13,200	A	\$ 9.03	15,600	D	
Common Stock	02/14/2005		M	1,000	A	\$ 21.5625	16,600	D	
Common Stock	02/14/2005		S	9,900	D	\$ 25.6	6,700	D	
Common Stock	02/14/2005		S	100	D	\$ 25.63	6,600	D	

4,100

D \$25.62 2,500

S

D

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Common 02/14/2005 S 100 \$ 25.67 2,400 D D Stock

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. Transactio Code (Instr. 8)	5. Number of orDerivative 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	02/14/2005		M	13,200	<u>(1)</u>	01/17/2013	Common Stock	13,200
Stock Option (right to buy)	\$ 21.5625	02/14/2005		M	1,000	(3)	09/17/2009	Common Stock	1,000

# **Reporting Owners**

Relationships **Reporting Owner Name / Address** Other

Director 10% Owner Officer

Kintzele Karl D 1000 SAGAMORE PARKWAY SOUTH LAFAYETTE, IN 47905

VP - Internal Audit

### **Signatures**

Karl D. Kintzele 02/15/2005 \*\*Signature of Date Reporting Person

2 Reporting Owners

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# **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
- (3) Options fully vested

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.