

WABASH NATIONAL CORP /DE

Form 8-K

May 24, 2007

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported):**

**May 24, 2007**

**Wabash National Corporation**

(Exact name of registrant as specified in its charter)

Delaware

1-10883

52-1375208

1000 Sagamore Parkway South  
Lafayette, Indiana

47905

Registrant's telephone number, including area code:

(765) 771-5310

Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**INFORMATION TO BE INCLUDED IN THE REPORT**

**Section 5 Corporate Governance and Management**

**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers.**

(e) On May 24, 2007, the shareholders of Wabash National Corporation (the Company) approved the Wabash National Corporation 2007 Omnibus Incentive Plan (the 2007 Omnibus Plan) at the Company's annual meeting of shareholders. A description of the 2007 Omnibus Plan is set forth in the Company's proxy statement, dated April 24, 2007, for its 2007 annual meeting of shareholders, in the section of the proxy statement titled Approval of the Wabash National Corporation 2007 Omnibus Incentive Plan, which is incorporated herein by reference, and is qualified in its entirety by reference to the copy of the 2007 Omnibus Plan that is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

On May 24, 2007, the Compensation Committee of the Board of Directors of the Company adopted forms of award agreements to be used in connection with awards of stock options and restricted stock under the 2007 Omnibus Plan. The forms of award agreements are attached hereto as exhibits 10.2 and 10.3 and are incorporated by reference herein.

**Section 9 Financial Statements and Exhibits**

**Item 9.01 - Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description
10.1	Wabash National Corporation 2007 Omnibus Incentive Plan
10.2	Form of Non-Qualified Stock Option Agreement for the Wabash National Corporation 2007 Omnibus Incentive Plan
10.3	Form of Restricted Stock Agreement for the Wabash National Corporation 2007 Omnibus Incentive Plan

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WABASH NATIONAL CORPORATION

Date: May 24, 2007

By: /s/ ROBERT J. SMITH

Robert J. Smith  
Senior Vice President, Chief Financial Officer

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