

COSBY MARK
 Form 144
 June 16, 2010

UNITED STATES				OMB APPROVAL	
SECURITIES AND EXCHANGE COMMISSION				OMB Number 3235-0101	
Washington, D.C. 20549				Expires: March 31, 2011 Estimated average burden hours per response 2.0	
FORM 144				SEC USE ONLY	
NOTICE OF PROPOSED SALE OF SECURITIES PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933				DOCUMENT SEQUENCE NO.	
ATTENTION: <i>Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.</i>				CUSIP NUMBER	
1 (a) NAME OF ISSUER (Please type or print)		(b) IRS IDENT. NO.	(c) S.E.C. FILE NO.	WORK LOCATION	
Macy's, Inc.		13-3324058	794367		
1(d) ADDRESS OF ISSUER STREET CITY STATE ZIP				(e) TELEPHONE NO.	
7 West Seventh Street Cincinnati Ohio 45202				AREA CODE	NUMBER
				513	579-7000
2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD	(b) RELATIONSHIP TO ISSUER	(c) ADDRESS STREET CITY STATE ZIP CODE			
Mark S. Cosby	Executive Officer	c/o Macy's, Inc. 7 West Seventh Street 45202 Cincinnati Ohio			

INSTRUCTION: *The person filing this notice should contact the issuer to obtain the IRS. Identification Number and the S.E.C. File Number.*

3 (a)	(b)	SEC USE ONLY	(c)	(d)	(e)	(f)	(g)
Title of the Class of Securities To Be Sold	Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	File Number	Number of Shares or Other Units To Be Sold (See instr.3(c))	Aggregate Market Value (See instr.3(d))	Number of Shares or Other Units Outstanding (See instr.3(e))	Approximate Date of Sale (MO DAY YR) (See instr.3(f))	Name of Each Securities Exchange (See instr.3(g))
Common Stock	Fidelity.com		4,475	\$99,389.75	421,530,806	06/16/10	New York Stock Exchange
				(as of 06/15/10)	(as of 02/26/10)		

INSTRUCTIONS:

- 1. (a) Name of issuer
- (b) Issuer's I.R.S. Identification Number
- (c) Issuer's S.E.C. file number, if any
- (d) Issuer's address, including zip code
- (e) Issuer's telephone number, including area code
- 2. (a) Name of person for whose account the securities are to be sold
- (b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
- (c) Such person's address, including zip code
- 3. (a) Title of the class of securities to be sold
- (b) Name and address of each broker through whom the securities are intended to be sold
- (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
- (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
- (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
- (f) Approximate date on which the securities are to be sold
- (g) Name of each securities exchange, if any, on which the securities are intended to be sold

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 control number.

SEC 1147

(08-07)

TABLE I - SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Title of the Class	Date You Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired <i>(If gift, also give date donor acquired)</i>	Amount of Securities Acquired	Date of Payment	Nature of Payment
Common Stock	6/04/2007	Formerly restricted stock awarded pursuant to Issuer's 1995 Executive Equity Incentive Plan.	Macy's, Inc.	2,689	N/A	N/A
Common Stock	3/21/2008	Formerly restricted stock awarded pursuant to Issuer's 1994 Stock Incentive Plan	Macy's, Inc.	1,786	N/A	N/A

INSTRUCTIONS:	If the securities were purchased and full payment therefore was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.
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TABLE II - SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
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REMARKS:

(1) The filing of this Form 144 shall not be construed as an admission that the undersigned is an Affiliate of the

Issuer.

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

06/16/10

DATE OF NOTICE

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION,
IF RELYING ON RULE 10B5-1

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If each person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

/s/Linda J. Balicki (1)

Linda J. Balicki as attorney-in-fact for
Mark S. Cosby pursuant to a Power of Attorney

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations
(See 18 U.S.C. 1001).**

SEC 1147 (04-07)

: underline">Exhibit 10.1 to this Current Report and is incorporated herein by reference.

Warrant

At Closing, the Company issued to Trailer Investments the Warrant previously described in the Company's Prior Form 8-K. The Warrant is immediately exercisable at \$0.01 per share for 24,762,636 newly issued shares of common stock representing 44.21% of the issued and outstanding common stock of the Company on August 3, 2009, after giving effect to the issuance of the shares underlying the Warrant, subject to upward adjustment to maintain that percentage if currently outstanding options are exercised. The number of shares of common stock subject to the Warrant is also subject to upward adjustment to an amount equivalent to 49.99% of the issued and outstanding common stock of the Company outstanding immediately after the Closing after giving effect to the issuance of the shares underlying the Warrant in specified circumstances where the Company loses its ability to utilize its net operating loss carryforwards, including as a result of a stockholder of the Company acquiring greater than 5% of the outstanding common stock of the Company. The Warrant may be exercised for cash or may be converted into common stock under a customary "cashless exercise" fixture based upon the trading price of the common stock at the time of exercise. The Warrant also contains customary anti-dilution adjustment features for stock splits and the like as well as future issuances of stock or derivative securities that have sale or exercise prices below the then current market price or \$0.54.

The foregoing description of the Warrant does not purport to be complete and is qualified in its entirety by reference to the Warrant, which is filed as Exhibit 10.2 to this Current Report and is incorporated herein by reference.

Section 3 – Securities and Trading Market

Item 3.02. Unregistered Sales of Equity Securities.

Director Shares

On May 14, 2009, each non-employee director of the board of directors of the Company, as part of the director compensation to be paid by the Company for 2009, was granted 32,374 shares of unrestricted common stock of the Company for an aggregate grant of 194,244 shares, pursuant to the Company's 2007 Omnibus Incentive Plan (the "Omnibus Plan"). The Omnibus Plan limits grants of unrestricted stock awards in an aggregate amount of up to 5% of the number of shares of stock available for issuance under the Plan. In July 2009, the Company discovered that the May 14, 2009 grant to non-employee directors exceeded the 5% limitation by 118,440 shares, or 19,740 shares per non-employee director, and as such, these shares were void. In response, and in consideration of the 2009 compensation for service on the board of directors, on July 30, 2009, the board of directors approved providing each non-employee director the right to receive, at the election of such non-employee director, either (i) 19,740 shares of the common stock of the Company or (ii) a cash amount equivalent to the product of (1) the closing price of the Company's common stock on the New York Stock Exchange on the business day after the respective election is received by the Company and (2) 19,740. Accordingly, up to an aggregate of 118,440 shares will be issued to members of the board of directors in reliance on Section 4(2) under the Securities Act in a transaction not involving a public offering.

Warrant Shares

As disclosed in Item 3.02 of the Prior Form 8-K, the Company issued the Preferred Stock and the Warrant in reliance on Section 4(2) under the Securities Act and Regulation D promulgated thereunder in a transaction not involving a public offering. Similarly, the shares of common stock issuable upon exercise of the Warrant, when and if exercised, will be issued in reliance on Section 4(2) under the Securities Act and Regulation D promulgated thereunder in a transaction not involving a public offering. The disclosure in this Item 3.02 supplements the disclosure in Item 3.02 of the Prior Form 8-K to disclose that the number of shares subject to the Warrant is initially 24,762,636 shares of newly issued common stock of the Company, subject to upward adjustment. The disclosure in Item 1.01 of this Form 8-K under the heading "Warrant" is incorporated herein by reference.

Item 3.03. Material Modification to Rights of Security Holders.

The information set forth in Item 1.01 of this Form 8-K under the heading “Investor Rights Agreement” and under the heading “Warrant” is incorporated herein in its entirety. The information set forth in Item 5.03 of this Form 8-K under the heading “Certificates of Designation” is incorporated herein in its entirety.

As disclosed in the Prior Form 8-K, both the Certificates of Designation and Investor Rights Agreement contain provisions that, among other things, provide Trailer Investments with veto rights over certain significant matters of the Company’s operations and business, including the ability to pay dividends, amendments of organization documents of the Company and other material actions by the Company. Also, as disclosed in the Prior Form 8-K, under the Amended Facility the Company, among other things, is subject to restrictions on its ability to repurchase or redeem its common stock and on the payment of cash dividends to the Company’s common stockholders.

Section 5 – Corporate Governance and Management

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

In connection with the Transaction and pursuant to rights provided to Trailer Investments under the Investor Rights Agreement and Certificates of Designation, on July 30, 2009 the Company’s board of directors appointed Thomas J. Maloney, Michael J. Lyons, Vineet Pruthi, James G. Binch and Andrew C. Boynton (collectively, the “Initial Investor Directors”) to the board of directors effective as of the Closing. Effective as of the Closing, Messrs. Maloney and Lyons joined the board of directors’ nominating and corporate governance committee, and Messrs. Maloney, Lyons, Binch and Pruthi joined the compensation committee. The Initial Investor Directors, except for Mr. Boynton, are all principals of Lincolnshire: Mr. Maloney is President, Messrs. Lyon and Pruthi are Senior Managing Directors and Mr. Binch is a Managing Director. Mr. Boynton is the dean of Boston College’s Carroll School of Management. In their capacities with Lincolnshire each has a material interest in the transactions between the Company and Lincolnshire described in this Form 8-K, which involved an investment of \$35 million by Lincolnshire in the Company. Each of Messrs. Maloney, Lyons, Pruthi and Binch disclaim beneficial ownership of the Preferred Stock and the Warrant, and the rights associated therewith, except to the extent of their respective pecuniary interests.

The Initial Investor Directors are entitled to reimbursement of reasonable expenses incurred for their service on the board of directors but are not entitled to any compensation from the Company.

In connection with the appointment to the board of directors of the Initial Investor Directors and pursuant to its obligations under the Investor Rights Agreement, on July 30, 2009, the board of directors adopted an indemnification agreement, the form of which is filed as Exhibit 10.3 to this Current Report (the “Indemnification Agreement”) and is incorporated herein by reference. Each of the Initial Investor Directors entered into the Indemnification Agreement with the Company at the Closing, and each other director of the Company, including the Company’s Chief Executive Officer and President, Richard J. Giromini, is also expected to enter into the form of Indemnification Agreement.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Bylaw Amendment

On July 30, 2009, the board of directors amended Section 3.2.1. of the Company's Amended and Restated Bylaws to increase the maximum size of the board of directors from nine to twelve (the "Bylaw Amendment"). The foregoing description of the Bylaw Amendment does not purport to be complete and is qualified in its entirety by reference to the Amended and Restated Bylaws of the Company, as amended, which are filed as Exhibit 3.4 to this Current Report and are incorporated herein by reference.

Certificates of Designations

The terms of the Preferred Stock are provided in the applicable Certificates of Designation for each series of Preferred Stock, which were adopted by the Company's board of directors and which the Company filed with the Secretary of State of the State of Delaware on July 31, 2009.

The dividend rate of the Preferred Stock is as follows:

- Series E Preferred will have a dividend rate of 15% per annum payable quarterly, which dividend rate will be increased by 0.5% every quarter if Series E Preferred is still outstanding after the 5 year anniversary of its issuance;
- Series F Preferred will have a dividend rate of 16% per annum payable quarterly, which dividend rate will be increased by 0.5% every quarter if Series F Preferred is still outstanding after the 5 year anniversary of its issuance; and
- Series G Preferred will have a dividend rate of 18% per annum payable quarterly, which dividend rate will be increased by 0.5% every quarter if Series G Preferred is still outstanding after the 5 year anniversary of its issuance.

During the first two years, dividends may be accrued at the election of the Company. The Preferred Stock also provides the holders with certain rights including an increase in the dividend rate upon the occurrence of any event of noncompliance.

The Preferred Stock may be redeemed by the Company after 1 year from the date of issuance at the following rates:

- from the 13th through 36th month at a 20% premium to the sum of the issue price plus all accrued and unpaid dividends;

- from the 37th through 60th month at a 15% premium to the sum of the issue price plus all accrued and unpaid dividends; and
- after the 60th month, without any premium at the sum of the issue price plus all accrued and unpaid dividends;

provided that if the Preferred Stock is not redeemed at the 60th month, the dividend rate of the Preferred Stock will be increased every quarter by 0.5% as described above.

Upon occurrence of a change of control of the Company (e.g., more than 50% of the voting power is transferred or acquired by any person other than Trailer Investments and its affiliates unless Trailer Investments or its affiliates acquire the Company) as defined in the Certificates of Designation, the Preferred Stock becomes immediately redeemable at the election of the holder at the following rates:

- Series E Preferred and Series F Preferred must be redeemed at a price equal to the sum of the issue price (plus accrued and unpaid dividends) and a premium of 200% of the sum of the issue price plus all accrued and unpaid dividends; and
- Series G Preferred must be redeemed at a price equal to the sum of the issue price (plus accrued and unpaid dividends) and a premium of 225% of the sum of the issue price plus all accrued and unpaid dividends.

The change of control provisions for the Preferred Stock are subject to a look-back, whereby if the shares of Preferred Stock are redeemed pursuant to the voluntary redemption provisions within 12 months prior to the occurrence of a change of control, the Company would still have to pay the additional amount to the holders of the Preferred Stock that was redeemed so that such holders would receive the aggregate payments equal to the change of control redemption amounts.

The agreements and covenants made by the Company pursuant to the Investor Rights Agreement are also generally made in the Certificates of Designations. The description in Item 1.01 of this Form 8-K under the heading “Investors Rights Agreement – Agreements and Covenants” is incorporated by reference herein.

The Certificates of Designations provide for events of noncompliance, including the failure to make regular quarterly dividend payments after the first two years, failure to redeem the Preferred Stock when required, failure to observe the agreements and covenants referred to above, the failure of certain representations and warranties in the Purchase Agreement to be true and correct as of the Closing, and events related to any bankruptcy of the Company, among other things. Upon an event of noncompliance, the dividend rate for the Preferred Stock increases immediately by an additional 2.0% per annum, subject to applicable usury laws; provided, that if the event of noncompliance is related to the non payment of the cash dividends beginning with the September 30, 2011 dividend payment date, the dividend rate shall automatically increase to (A) the higher of (X) the then prevailing dividend rate and (Y) the then prevailing LIBOR rate plus 14.7% plus 2.0% per annum. Upon the occurrence of an event of noncompliance, subject to certain exceptions for events outside of the control of the Company, the holders of a majority of each series of Preferred Stock will have the right to have the Company redeem that series of Preferred Stock at the original issue price plus all accumulated, accrued and unpaid dividends.

The foregoing description of the Preferred Stock does not purport to be complete and is qualified in its entirety by reference to the Certificates of Designations for the Series E Preferred, Series F Preferred, and Series G Preferred, as applicable, which are filed as Exhibit 3.1, Exhibit 3.2 and Exhibit 3.3, respectively, to this Current Report and are incorporated herein by reference.

Section 9 – Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

- 3.1 Certificate of Designations, Preferences and Rights of Series E Redeemable Preferred Stock
- 3.2 Certificate of Designations, Preferences and Rights of Series F Redeemable Preferred Stock
- 3.3 Certificate of Designations, Preferences and Rights of Series G Redeemable Preferred Stock
- 3.4 Amended and Restated Bylaws of the Company, as amended

10.1 Investor Rights Agreement dated as of August 3, 2009 by and between the Company and Trailer Investments, LLC

10.2 Warrant to Purchase Shares of Common Stock issued on August 3, 2009

10.3 Form of Indemnification Agreement

SIGNATURES

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: August 4, 2009

By:

/s/ ROBERT J. SMITH
Robert J. Smith
Senior Vice President and
Chief Financial Officer

Exhibit Index

No.	Exhibit
3.1	Certificate of Designations, Preferences and Rights of Series E Redeemable Preferred Stock
3.2	Certificate of Designations, Preferences and Rights of Series F Redeemable Preferred Stock
3.3	Certificate of Designations, Preferences and Rights of Series G Redeemable Preferred Stock
3.4	Amended and Restated Bylaws of the Company, as amended
10.1	Investor Rights Agreement dated as of August 3, 2009 by and between the Company and Trailer Investments, LLC
10.2	Warrant to Purchase Shares of Common Stock issued on August 3, 2009
10.3	Form of Indemnification Agreement