**HUB GROUP INC** Form 4 August 24, 2006

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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(b).

(Last)

1. Name and Address of Reporting Person \* YEAGER PHILLIP C

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

**HUB GROUP INC [HUBG]** 

(Check all applicable)

3050 HIGHLAND

3. Date of Earliest Transaction

(Month/Day/Year)

08/23/2006

\_X\_\_ Director 10% Owner Other (specify X\_ Officer (give title

below) below) Chairman

PARKWAY, SUITE 100

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

**DOWNERS GROVE, IL 60515** 

(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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			d of (D)	5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Class A Common Stock	08/23/2006		S	2,500	D	\$ 23.68	255,766 (1)	D	
Class A Common Stock	08/23/2006		S	200	D	\$ 23.63	255,566 <u>(1)</u>	D	
Class A Common Stock	08/23/2006		S	300	D	\$ 23.62	255,266 <u>(1)</u>	D	
Class A Common	08/23/2006		S	2,000	D	\$ 23.61	253,266 <u>(1)</u>	D	

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Stock								
Class A Common Stock	08/23/2006	S	2,500	D	\$ 23.59	250,766 (1)	D	
Class A Common Stock	08/23/2006	S	100	D	\$ 23.49	250,666 (1)	D	
Class A Common Stock	08/23/2006	S	200	D	\$ 23.47	250,466 (1)	D	
Class A Common Stock	08/23/2006	S	2,200	D	\$ 23.45	248,266 (1)	D	
Class A Common Stock	08/23/2006	S	2,500	D	\$ 23.4	245,766 (1)	D	
Class A Common Stock	08/23/2006	S	5,000	D	\$ 23.36	240,766 (1)	D	
Class A Common Stock	08/23/2006	S	2,500	D	\$ 23.34	238,266 (1)	D	
Class A Common Stock						2,000	I	By Wife
Class B Common Stock						98,362 (2)	D	

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

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	re	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr

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(Instr. 3, 4, and 5)

Date Expiration Date Expiration Title Code V (A) (D)

Exercisable Date Title Of Shares

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 0	Director	10% Owner	Officer	Other			
YEAGER PHILLIP C 3050 HIGHLAND PARKWAY SUITE 100 DOWNERS GROVE, IL 60515	X		Chairman				

# **Signatures**

/s/ Phillip C.
Yeager

\*\*Signature of Reporting Person

08/24/2006

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) 14,134 of the shares of Class A Common Stock are restricted stock subject to vesting requirements.

The Yeager family members are parties to a stockholders' agreement pursuant to which they have agreed to vote all of their shares of (2) Class B Common Stock in accordance with the vote of the holders of a majority of such shares. Members of the Yeager family own all 662,296 shares of the Class B Common Stock.

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.

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