

SAIA INC  
Form 4  
February 06, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
DARBY JAMES A

(Last) (First) (Middle)  
11465 JOHNS CREEK PARKWAY,  
SUITE 400  
(Street)

JOHNS CREEK, GA 30097

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
SAIA INC [SAIA]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/04/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP of Finance & CFO

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/04/2014		F <sup>(1)</sup>	3,252 D	\$ 31.5	35,146.5	D
Common Stock	02/05/2014		M	12,330 A	\$ 9.8067	47,476.5	D
Common Stock	02/05/2014		M	605 A	\$ 7.9733	48,081.5	D
Common Stock	02/04/2014		A <sup>(2)</sup>	9,426 A	\$ 0	57,507.5	D
Common Stock	02/05/2014		S	12,330 D	\$ 30.922	45,177.5	D

Edgar Filing: SAIA INC - Form 4

Common Stock	02/05/2014	S	605	D	\$ 30.922	44,572.5	D
Common Stock	02/06/2014	M	10,000	A	\$ 7.9733	54,572.5	D
Common Stock	02/06/2014	S	10,000	D	\$ 30.5014	44,572.5	D

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

**Persons who 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 1474  
(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 Security (Instr. 3 and 4)	Amount of Underlying Security
					(A)	(D)	Date Exercisable	Expiration Date		
Stock Options (Right to Buy)	\$ 9.8067	02/05/2014		M		12,330	02/01/2011	01/31/2015	Common Stock	1
Stock Options (Right to Buy)	\$ 7.9733	02/05/2014		M		605	02/03/2012	02/02/2016	Common Stock	1
Stock Options (Right to Buy)	\$ 7.9733	02/06/2014		M		10,000	02/03/2012	02/02/2016	Common Stock	1
Stock Options (Right to Buy)	\$ 31.5	02/04/2014		A		11,460	02/04/2017	02/03/2021	Common Stock	1
Phantom Stock	(3)						(4)	(5)	Common Stock	27,
Stock Options (Right to Buy)	\$ 11						02/02/2015	02/02/2019	Common Stock	1

Stock Options (Right to Buy)	\$ 10.9267	05/02/2014	05/01/2018	Common Stock
Stock Options (Right to Buy)	\$ 27.28	04/30/2016	04/29/2020	Common Stock
Stock Options (Right to Buy)	\$ 8.0667	02/02/2013	02/01/2017	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DARBY JAMES A 11465 JOHNS CREEK PARKWAY, SUITE 400 JOHNS CREEK, GA 30097			VP of Finance & CFO	

## Signatures

/s/ Stephanie R. Maschmeier

02/06/2014

\_\_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) Shares withheld at officer's election to cover tax liabilities incurred upon the issuance of Performance Unit Awards under the 2011 Omnibus Incentive Plan for the 2/2/11-2/1/14 performance period.
- (2) Issuance of Performance Unit Awards under the 2011 Omnibus Incentive Plan for the 2/2/11-2/1/14 performance period.
- (3) The conversion rate of this derivative security on February 4, 2014 is 1.2199 resulting in 33,320.91 shares of common stock (underlying security in column 7).
- (4) Immediate
- (5) The shares of phantom stock become payable, in stock, upon reporting person's termination of service as an employee, in accordance with the terms of the Plan.

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.