

SAIA INC

Form 4

February 06, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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
____X____ Officer (give title below) ____ Other (specify below)

VP of Finance & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	02/04/2014		F ⁽¹⁾	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 ⁽²⁾	9,426 A	\$ 0 57,507.5	D	
Common Stock	02/05/2014		S	12,330 D	\$ 30.922 45,177.5	D	

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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.

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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. 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Shares
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	
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	<u>(3)</u>							<u>(4)</u>	<u>(5)</u>	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	9
Stock Options (Right to Buy)	\$ 27.28	04/30/2016	04/29/2020	Common Stock	1
Stock Options (Right to Buy)	\$ 8.0667	02/02/2013	02/01/2017	Common Stock	1

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.

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