

SAIA INC  
Form 4  
May 05, 2015

**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  
Number: 3235-0287  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**RAMU RAYMOND R**

(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)

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) below)

Chief Customer Officer

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 05/01/2015                              |                                                             | A                                    | (A)<br>or<br>(D)<br>3,651<br>(1)                                           | \$ 0 12,936                                                                                                        | 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  
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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)

## Edgar Filing: SAIA INC - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                  | 8. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|----------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount or<br>Number of<br>Shares |                                                                     |
| Phantom<br>Stock                                    | (2)                                                                |                                         |                                                             |                                      |                                                                                                                    | (3)                                                            | (4)                | Common<br>Stock                                                     | 6,297.617<br>(2)                 |                                                                     |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 11                                                              |                                         |                                                             |                                      |                                                                                                                    | 02/02/2015                                                     | 02/02/2019         | Common<br>Stock                                                     | 7,845                            |                                                                     |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 27.28                                                           |                                         |                                                             |                                      |                                                                                                                    | 04/30/2016                                                     | 04/29/2020         | Common<br>Stock                                                     | 6,225                            |                                                                     |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 31.5                                                            |                                         |                                                             |                                      |                                                                                                                    | 02/04/2017                                                     | 02/03/2021         | Common<br>Stock                                                     | 4,300                            |                                                                     |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 43.01                                                           |                                         |                                                             |                                      |                                                                                                                    | 02/03/2018                                                     | 02/03/2022         | Common<br>Stock                                                     | 4,500                            |                                                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                  | Relationships                    |
|---------------------------------------------------------------------------------|----------------------------------|
|                                                                                 | Director 10% Owner Officer Other |
| RAMU RAYMOND R<br>11465 JOHNS CREEK PARKWAY, SUITE 400<br>JOHNS CREEK, GA 30097 | Chief Customer Officer           |

## Signatures

/s/ Stephanie R.  
Maschmeier 05/05/2015

\_\_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) Restricted shares granted as part of the long-term incentive program approved by the Compensation Committee. The restricted stock award vests 25% in year three, 25% in year four and 50% in year five.
- (2) The conversion rate of this derivative security on May 1, 2015 is 1.197 resulting in 7,538.34 shares of common stock (underlying security in column 7).
- (3) Immediate
- (4) The shares of phantom stock become payable in the Company's 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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