

BECKER MARC
Form 4
March 13, 2009

FORM 4

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

OMB APPROVAL

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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 *
BECKER MARC

2. Issuer Name and Ticker or Trading Symbol
QUALITY DISTRIBUTION INC
[QLTY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
03/11/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O APOLLO MANAGEMENT,
L.P., 9 WEST 57TH STREET, 43RD
FLOOR

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10019

(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. 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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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)

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| 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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 17 | 03/11/2009 | | D | | 20,000 | (2) 11/12/2013 | Common Stock | 20,000 |
| Stock Option (right to buy) | \$ 1.25 | 03/11/2009 | | A | | 20,000 | (3) 03/11/2019 | Common Stock | 20,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BECKER MARC
C/O APOLLO MANAGEMENT, L.P.
9 WEST 57TH STREET, 43RD FLOOR
NEW YORK, NY 10019

X

Signatures

/s/ Jonathan C. Gold, by power of attorney

03/13/2009

__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).

- On March 11, 2009, Quality Distribution, Inc. (the "Company") canceled an option to purchase 20,000 shares of Common Stock of the Company granted to Mr. Becker on November 13, 2003. Mr. Becker received a replacement option to purchase 20,000 shares of Common Stock of the Company having an exercise price equal to the closing market price of the underlying stock on March 11, 2009.
- (1) Company granted to Mr. Becker on November 13, 2003. Mr. Becker received a replacement option to purchase 20,000 shares of Common Stock of the Company having an exercise price equal to the closing market price of the underlying stock on March 11, 2009.
 - (2) The canceled option provided for vesting in four equal annual installments beginning on November 14, 2004.
 - (3) The option vests in four equal annual installments beginning on March 11, 2010.

Remarks:

Mr. Becker is associated with Apollo Management, L.P. (?Management?) and its affiliated investment managers. Management

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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