SEC Form 4

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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL									
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1. Name and Address of Reporting Person [*] <u>YEAGER PHILLIP C</u>			2. Issuer Name and Ticker or Trading Symbol HUB GROUP INC [HUBG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) (First) (Middle) 3050 HIGHLAND PARKWAY		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/25/2005	x	Officer (give title below) Chairma	Other (specify below)		
(Street) DOWNERS GROVE (City)	IL (State)	60515 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	ridual or Joint/Group Filir Form filed by One Rep Form filed by More tha Person	porting 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)			Acquired (D) (Instr.	(A) or 3, 4 and	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Class A Common Stock	07/25/2005		М		20,000	A	\$7	148,280(1)	D	
Class A Common Stock	07/25/2005		S		900	D	\$30.73	147,380(1)	D	
Class A Common Stock	07/25/2005		S		3,100	D	\$30.72	144,280(1)	D	
Class A Common Stock	07/25/2005		S		1,800	D	\$30.55	142,480(1)	D	
Class A Common Stock	07/25/2005		S		800	D	\$30.28	141,680(1)	D	
Class A Common Stock	07/25/2005		S		1,200	D	\$30.27	140,480(1)	D	
Class A Common Stock	07/25/2005		S		200	D	\$30.22	140,280(1)	D	
Class A Common Stock	07/25/2005		S		500	D	\$30.21	139,780 ⁽¹⁾	D	
Class A Common Stock	07/25/2005		S		400	D	\$30.2	139,380 ⁽¹⁾	D	
Class A Common Stock	07/25/2005		S		1,400	D	\$30.19	137,980(1)	D	
Class A Common Stock	07/25/2005		S		100	D	\$30.18	137,880 ⁽¹⁾	D	
Class A Common Stock	07/25/2005		S		100	D	\$30.15	137,780(1)	D	
Class A Common Stock	07/25/2005		S		400	D	\$30.14	137,380 ⁽¹⁾	D	
Class A Common Stock	07/25/2005		S		900	D	\$30.13	136,480(1)	D	
Class A Common Stock	07/25/2005		S		200	D	\$30.09	136,280 ⁽¹⁾	D	
Class A Common Stock	07/25/2005		S		200	D	\$30.08	136,080(1)	D	
Class A Common Stock	07/25/2005		S		101	D	\$30.07	135,979 ⁽¹⁾	D	
Class A Common Stock	07/25/2005		S		300	D	\$30.06	135,679(1)	D	
Class A Common Stock	07/25/2005		S		100	D	\$30.05	135,579 ⁽¹⁾	D	
Class A Common Stock	07/25/2005		S		100	D	\$30.02	135,479 ⁽¹⁾	D	
Class A Common Stock	07/25/2005		S		400	D	\$30.01	135,079 ⁽¹⁾	D	
Class A Common Stock	07/25/2005		S		6,799	D	\$30	128,280 ⁽¹⁾	D	
Class A Common Stock								1,000 ⁽²⁾	Ι	By Wife
Class B Common Stock								98,362 ⁽³⁾	D	

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

Title of erivative scurity nstr. 3) 2. 3. Transaction Date 3A. Deemed Execution Date, (Month/Day/Year) Simple Date 16 and Month/Day/Year	Transaction Code (Instr. 8)	of	(Month/Day/Year)	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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1. Title of	2.	3. Transaction	3A. Deemed	puts, ¢ode	calls v	, Wa 64)N		, options, Date ExDectisElatero	CONVERTII	ble secu 7itītētle an	ritinas)r of Simacest	8. Price of	9. Number of	10.	11. Nature
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transa Code (8)		of		Expiration Date (Month/Day/Year)		of Securitles Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$7	07/25/2005		М			20,000	(4)	03/12/2006	Class A Common Stock	20,000	\$0	40,000	D	

Explanation of Responses:

1.4,134 of the shares of Class A Common Stock are restricted stock subject to vesting requirements. Also, on May 11, 2005, the Company issued its previously declared stock dividend at one share of Class A Common Stock on each share of Class A Common Stock and each share of Class B Common Stock issued and outstanding on the record date of May 4, 2005. As a result of the stock dividend, Mr. Yeager received 100,854 shares of Class A Common Stock. All the share totals, option totals, exercise prices and other figures listed herein have been restated to reflect post-stock dividend figures.
 Mr. Yeager's wife received 500 shares of Class A Common Stock from the stock dividend.

3. The Yeager family members are parties to a stockholders' agreement pursuant to which they have agreed to vote all of their shares of 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.

4. The option vests over 5 years. Mr. Yeager can exercise the option as follows: 20,000 shares on 3-12-1997, 20,000 shares on 3-12-1998, 20,000 shares on 3-12-1999, 20,000 shares on 3-12-2000, and 20,000 shares on 3-12-2001.

 /s/ Phillip C. Yeager
 07/27/2005

 ** Signature of Reporting Person
 Date

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

* 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).

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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