FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL |
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| |

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

| | | | or occion oo(ii) or the investment company Act or 1940 | |
|-------------------------------------|----------------------------------|---------------------------------------|--|--|
| 1. Name and Addre | ss of Reporting Persor ERRI | · · · · · · · · · · · · · · · · · · · | 2. Issuer Name and Ticker or Trading Symbol HUB GROUP INC [HUBG] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) below) |
| (Last) 3050 HIGHLAN SUITE 100 | (First) (Middle) HLAND PARKWAY 0 | | 3. Date of Earliest Transaction (Month/Day/Year) 02/14/2006 | VP Finance |
| (Street) DOWNERS GROVE | IL | 60515 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

| DOWNERS GROVE | IL | 60515 | | | | | | | X | Form filed by One Form filed by Mo Person | | |
|-------------------|----------------|---|---------------|---|------------------------------|-------|------------------------------|---------------|----------|---|---|---|
| (City) | (State) | (Zip) | | | | | | | | | | |
| 1. Title of Secur | ity (Instr. 3) | Table I - Non-Deriva 2. Transact Date (Month/Dat | tion 2A Ex | A. Deemed Recution Date, any Ionth/Day/Year) | 3. Transa Code (8) | ction | 4. Securities Disposed Of | Acquired | (A) or | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (11150.4) |
| Class A Comn | non Stock | 02/14/2 | 2006 | | М | | 19,333 | A | \$2.6 | 46,634(1) | D | |
| Class A Comn | non Stock | 02/14/2 | 2006 | | M | | 667 | A | \$4.85 | 47,301(1) | D | |
| Class A Comn | non Stock | 02/14/2 | 2006 | | S | | 3,400 | D | \$43.5 | 43,901(1) | D | |
| Class A Comn | non Stock | 02/14/2 | 2006 | | S | | 500 | D | \$43.51 | 43,401(1) | D | |
| Class A Comn | non Stock | 02/14/2 | 2006 | | S | | 800 | D | \$43.52 | 42,601(1) | D | |
| Class A Comn | non Stock | 02/14/2 | 2006 | | S | | 500 | D | \$43.53 | 42,101(1) | D | |
| Class A Comm | non Stock | 02/14/2 | 2006 | | S | | 500 | D | \$43.54 | 41,601(1) | D | |
| Class A Comn | non Stock | 02/14/2 | 2006 | | S | | 900 | D | \$43.58 | 40,701(1) | D | |
| Class A Comn | non Stock | 02/14/2 | 2006 | | S | | 100 | D | \$43.59 | 40,601(1) | D | |
| Class A Comn | non Stock | 02/14/2 | 2006 | | S | | 1,800 | D | \$43.6 | 38,801(1) | D | |
| Class A Comm | non Stock | 02/14/2 | 2006 | | S | | 500 | D | \$43.601 | 38,301(1) | D | |
| Class A Comn | non Stock | 02/14/2 | 2006 | | S | | 1,000 | D | \$43.621 | 37,301(1) | D | |
| Class A Comm | non Stock | 02/14/2 | 2006 | | S | | 756 | D | \$43.69 | 36,545(1) | D | |
| Class A Comn | non Stock | 02/14/2 | 2006 | | S | | 1,000 | D | \$43.691 | 35,545(1) | D | |
| Class A Comm | non Stock | 02/14/2 | 2006 | | S | | 5 | D | \$43.87 | 35,540(1) | D | |
| Class A Comn | non Stock | 02/14/2 | 2006 | | S | | 100 | D | \$43.9 | 35,440(1) | D | |
| Class A Comn | non Stock | 02/14/2 | 2006 | | S | | 1,000 | D | \$43.93 | 34,440(1) | D | |
| Class A Comn | non Stock | 02/14/2 | 2006 | | S | | 300 | D | \$43.954 | 34,140(1) | D | |
| Class A Comn | non Stock | 02/14/2 | 2006 | | S | | 100 | D | \$43.96 | 34,040(1) | D | |
| Class A Comn | non Stock | 02/14/2 | 2006 | | S | | 153 | D | \$43.97 | 33,887(1) | D | |
| Class A Comm | non Stock | 02/14/2 | 2006 | | S | | 132 | D | \$43.98 | 33,755(1) | D | |
| Class A Comn | non Stock | 02/14/2 | 2006 | | S | | 112 | D | \$43.99 | 33,643(1) | D | |
| Class A Comn | non Stock | 02/14/2 | 2006 | | S | | 100 | D | \$44.01 | 33,543(1) | D | |
| Class A Comm | non Stock | 02/14/2 | 2006 | | S | | 195 | D | \$44.02 | 33,348(1) | D | |
| Class A Comm | non Stock | 02/14/2 | 2006 | | S | | 100 | D | \$44.04 | 33,248(1) | D | |
| Class A Comn | non Stock | 02/14/2 | 2006 | | S | | 100 | D | \$44.06 | 33,148(1) | D | |
| Class A Comm | non Stock | 02/14/2 | 2006 | | S | | 100 | D | \$44.1 | 33,048(1) | D | |
| Class A Comn | non Stock | 02/14/2 | 2006 | | S | | 1,000 | D | \$44.111 | 32,048(1) | D | |
| Class A Comn | non Stock | 02/14/2 | 2006 | | S | | 100 | D | \$44.12 | 31,948(1) | D | |

| 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 and Disposed Of | | | 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 Price | | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) | | | |
| Class A Common Stock | 02/14/2006 | | S | | 400 | D | \$44.13 | 31,548(1) | D | | | |

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

| | | | | <u> </u> | | | | • • | | | | | | | |
|---|---|--|---|------------------------------|---|-------|--------|--|--------------------|---|--|---|--|--|--|
| 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. Transa Code (8) | | of Ex | | 6. Date Exercisable and Expiration Date (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) |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Option (Right to Buy) | \$2.6 | 02/14/2006 | | M | | | 19,333 | 12/16/2005 | 12/16/2012 | Class A Common Stock | 19,333 | \$0 | 0 | D | |
| Stock Option (Right to Buy) | \$4.85 | 02/14/2006 | | M | | | 667 | 07/02/2005 | 07/02/2012 | Class A Common Stock | 667 | \$0 | 13,400 | D | |

Explanation of Responses:

1. 15,979 of the shares of Class A Common Stock are restricted stock subject to vesting requirements.

<u>/s/ Terri Pizzuto</u> <u>02/16/2006</u>

** Signature of Reporting Person Date

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

 $^{^{\}star}$ 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).