

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

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|--|--|---|
| 1. Name and Address of Reporting Person * <u>YEAGER PHILLIP C</u> (Last) (First) (Middle) <u>3050 HIGHLAND PARKWAY</u> <u>SUITE 100</u> (Street) <u>DOWNERS GROVE</u> <u>IL</u> <u>60515</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>HUB GROUP INC</u> [<u>HUBG</u>] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>04/25/2006</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | 04/25/2006 | | M | | 16,000 | A | \$2.6 | 101,202 ⁽¹⁾ | D | |
| Class A Common Stock | 04/25/2006 | | S | | 3,000 | D | \$47.5 | 98,202 ⁽¹⁾ | D | |
| Class A Common Stock | 04/25/2006 | | S | | 1,000 | D | \$47.51 | 97,202 ⁽¹⁾ | D | |
| Class A Common Stock | 04/25/2006 | | S | | 1,800 | D | \$47.55 | 95,402 ⁽¹⁾ | D | |
| Class A Common Stock | 04/25/2006 | | S | | 200 | D | \$47.56 | 95,202 ⁽¹⁾ | D | |
| Class A Common Stock | 04/25/2006 | | S | | 1,000 | D | \$47.6 | 94,202 ⁽¹⁾ | D | |
| Class A Common Stock | 04/25/2006 | | S | | 1,000 | D | \$47.76 | 93,202 ⁽¹⁾ | D | |
| Class A Common Stock | 04/25/2006 | | S | | 700 | D | \$47.77 | 92,502 ⁽¹⁾ | D | |
| Class A Common Stock | 04/25/2006 | | S | | 100 | D | \$47.78 | 92,402 ⁽¹⁾ | D | |
| Class A Common Stock | 04/25/2006 | | S | | 2,000 | D | \$47.79 | 90,402 ⁽¹⁾ | D | |
| Class A Common Stock | 04/25/2006 | | S | | 2,100 | D | \$47.8 | 88,302 ⁽¹⁾ | D | |
| Class A Common Stock | 04/25/2006 | | S | | 100 | D | \$47.82 | 88,202 ⁽¹⁾ | D | |
| Class A Common Stock | 04/25/2006 | | S | | 75 | D | \$47.92 | 88,127 ⁽¹⁾ | D | |
| Class A Common Stock | 04/25/2006 | | S | | 2,625 | D | \$47.95 | 85,502 ⁽¹⁾ | D | |
| Class A Common Stock | 04/25/2006 | | S | | 300 | D | \$47.96 | 85,202 ⁽¹⁾ | D | |
| Class A Common Stock | 04/25/2006 | | G | V | 4,000 | D | \$0 | 81,202 ⁽¹⁾ | D | |
| Class A Common Stock | | | | | | | | 1,000 | I | By Wife |
| Class B Common Stock | | | | | | | | 98,362 ⁽²⁾ | D | |

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 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 Options (Right to Buy) | \$2.6 | 04/25/2006 | | M | | | 16,000 | 12/16/2005 | 12/16/2012 | Class A Common Stock | 16,000 | \$0 | 44,000 | D | |

Explanation of Responses:

1. 7,067 of the shares of Class A Common Stock are restricted stock subject to vesting requirements.

2. 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.

/s/ Phillip C. Yeager

** Signature of Reporting Person

04/27/2006

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.

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.