

Robinson Mark H
Form 4
May 14, 2010

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
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Robinson Mark H

(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
__X__ Officer (give title below) ____ Other (specify
below) below)

Vice President of IT

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 | | |
| Common Stock | 05/12/2010 | | M | | 1,794 | A | \$ 4.209 | 4,544 | D |
| Common Stock | 05/12/2010 | | M | | 9,100 | A | \$ 4.209 | 13,644 | D |
| Common Stock | 05/12/2010 | | F | | 4,510 | D | \$ 17.03 | 9,134 | D |
| Common Stock | 05/12/2010 | | S | | 1,794 | D | \$ 17.4105 | 7,340 | D |

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)

| 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 Options (Right to Buy) | \$ 4.209 | 05/12/2010 | | M | 1,794 | 07/20/2004 | 07/20/2010 | Common Stock | 1,794 |
| Stock Options (Right to Buy) | \$ 4.209 | 05/12/2010 | | M | 9,100 | 07/20/2004 | 07/20/2010 | Common Stock | 9,100 |
| Stock Options (Right to Buy) | \$ 12.1 | | | | | 02/02/2013 | 02/01/2017 | Common Stock | 6,840 |
| Phantom Stock | <u>(2)</u> | | | | | <u>(1)</u> | <u>(3)</u> | Common Stock | 11,712.35 |
| Stock Options (Right to Buy) | \$ 23 | | | | | 02/03/2008 | 02/02/2012 | Common Stock | 1,280 |
| Stock Options (Right to Buy) | \$ 16.88 | | | | | 08/24/2008 | 08/24/2012 | Common Stock | 1,310 |
| Stock Options (Right to Buy) | \$ 27.38 | | | | | 01/28/2009 | 01/27/2013 | Common Stock | 3,570 |
| Stock Options | \$ 26.72 | | | | | 02/02/2010 | 02/01/2014 | Common Stock | 3,430 |

(Right to
Buy)

Stock

Options \$ 14.71
(Right to
Buy)

02/01/2011 01/31/2015

Common
Stock

7,970

Stock

Options \$ 11.96
(Right to
Buy)

02/03/2012 02/02/2016

Common
Stock

6,860

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

Robinson Mark H
11465 JOHNS CREEK PARKWAY, SUITE 400
JOHNS CREEK, GA 30097

Vice President of IT

Signatures

/s/ Stephanie R.
Maschmeier

05/14/2010

**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) Immediate

(2) The conversion rate of this derivative security on March 12, 2010 is 0.8424 resulting in 9,866.89 shares of common stock (underlying security in column 7).

(3) The shares of phantom stock become payable, in 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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