

HUB GROUP INC

Form 4

July 27, 2005

**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  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**YEAGER PHILLIP C**

(Last) (First) (Middle)

**3050 HIGHLAND PARKWAY**

(Street)

**DOWNERS GROVE, IL 60515**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**HUB GROUP INC [HUBG]**

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

**07/25/2005**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Chairman

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Class A<br>Common<br>Stock            | 07/25/2005                              |                                                             | M                                    | 20,000 A                                                                | \$ 7 148,280 <sup>(1)</sup>                                                                                        | D                                                                    |                                                                   |
| Class A<br>Common<br>Stock            | 07/25/2005                              |                                                             | S                                    | 900 D                                                                   | \$ 30.73 147,380 <sup>(1)</sup>                                                                                    | D                                                                    |                                                                   |
| Class A<br>Common<br>Stock            | 07/25/2005                              |                                                             | S                                    | 3,100 D                                                                 | \$ 30.72 144,280 <sup>(1)</sup>                                                                                    | D                                                                    |                                                                   |
| Class A<br>Common                     | 07/25/2005                              |                                                             | S                                    | 1,800 D                                                                 | \$ 30.55 142,480 <sup>(1)</sup>                                                                                    | D                                                                    |                                                                   |

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Stock

|                            |            |   |       |   |             |                    |   |
|----------------------------|------------|---|-------|---|-------------|--------------------|---|
| Class A<br>Common<br>Stock | 07/25/2005 | S | 800   | D | \$<br>30.28 | 141,680 <u>(1)</u> | D |
| Class A<br>Common<br>Stock | 07/25/2005 | S | 1,200 | D | \$<br>30.27 | 140,480 <u>(1)</u> | D |
| Class A<br>Common<br>Stock | 07/25/2005 | S | 200   | D | \$<br>30.22 | 140,280 <u>(1)</u> | D |
| Class A<br>Common<br>Stock | 07/25/2005 | S | 500   | D | \$<br>30.21 | 139,780 <u>(1)</u> | D |
| Class A<br>Common<br>Stock | 07/25/2005 | S | 400   | D | \$ 30.2     | 139,380 <u>(1)</u> | D |
| Class A<br>Common<br>Stock | 07/25/2005 | S | 1,400 | D | \$<br>30.19 | 137,980 <u>(1)</u> | D |
| Class A<br>Common<br>Stock | 07/25/2005 | S | 100   | D | \$<br>30.18 | 137,880 <u>(1)</u> | D |
| Class A<br>Common<br>Stock | 07/25/2005 | S | 100   | D | \$<br>30.15 | 137,780 <u>(1)</u> | D |
| Class A<br>Common<br>Stock | 07/25/2005 | S | 400   | D | \$<br>30.14 | 137,380 <u>(1)</u> | D |
| Class A<br>Common<br>Stock | 07/25/2005 | S | 900   | D | \$<br>30.13 | 136,480 <u>(1)</u> | D |
| Class A<br>Common<br>Stock | 07/25/2005 | S | 200   | D | \$<br>30.09 | 136,280 <u>(1)</u> | D |
| Class A<br>Common<br>Stock | 07/25/2005 | S | 200   | D | \$<br>30.08 | 136,080 <u>(1)</u> | D |
| Class A<br>Common<br>Stock | 07/25/2005 | S | 101   | D | \$<br>30.07 | 135,979 <u>(1)</u> | D |
| Class A<br>Common<br>Stock | 07/25/2005 | S | 300   | D | \$<br>30.06 | 135,679 <u>(1)</u> | D |

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|                            |            |   |       |   |             |                    |   |         |
|----------------------------|------------|---|-------|---|-------------|--------------------|---|---------|
| Class A<br>Common<br>Stock | 07/25/2005 | S | 100   | D | \$<br>30.05 | 135,579 <u>(1)</u> | D |         |
| Class A<br>Common<br>Stock | 07/25/2005 | S | 100   | D | \$<br>30.02 | 135,479 <u>(1)</u> | D |         |
| Class A<br>Common<br>Stock | 07/25/2005 | S | 400   | D | \$<br>30.01 | 135,079 <u>(1)</u> | D |         |
| Class A<br>Common<br>Stock | 07/25/2005 | S | 6,799 | D | \$ 30       | 128,280 <u>(1)</u> | D |         |
| Class A<br>Common<br>Stock |            |   |       |   |             | 1,000 <u>(2)</u>   | I | By Wife |
| Class B<br>Common<br>Stock |            |   |       |   |             | 98,362 <u>(3)</u>  | 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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------|
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 7                                                               | 07/25/2005                              |                                                             | M                                    | 20,000                                                                                                       | <u>(4)</u> 03/12/2006                                          | Class A<br>Common<br>Stock                                          | 20,000                                 |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director    10% Owner    Officer    Other

YEAGER PHILLIP C

3050 HIGHLAND PARKWAY    X

Chairman

DOWNERS GROVE, IL 60515

## Signatures

/s/ Phillip C.  
Yeager

07/27/2005

\_\_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).

14,134 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

(1) 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.

(2) Mr. Yeager's wife received 500 shares of Class A Common Stock from the stock dividend.

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

(3) 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.

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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