

BUCHHOLZ SALLY R

Form 4

February 11, 2013

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
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
BUCHHOLZ SALLY R

(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)

VP Marketing/Customer Service

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 Ownership (Instr. 4)
Common Stock	02/07/2013		A	(A) or (D) Amount (1) 7,738 Price \$ 27.05	20,938.5	D	
Common Stock	02/07/2013		F	(A) or (D) Amount (2) 2,555 Price \$ 27.05	18,383.5 (3)	D	

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

**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 control
number.**

SEC 1474
(9-02)

Edgar Filing: BUCHHOLZ SALLY R - Form 4

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)	8. D S (C
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 12.1					02/02/2013 02/01/2017	Common Stock	6,420
Phantom Stock	(4)					(5) (6)	Common Stock	7,442.118 (4)
Stock Options (Right to Buy)	\$ 23					02/03/2008 02/02/2012	Common Stock	1,220
Stock Options (Right to Buy)	\$ 27.38					01/28/2009 01/27/2013	Common Stock	2,030
Stock Options (Right to Buy)	\$ 26.72					02/02/2010 02/02/2017	Common Stock	2,530
Stock Options (Right to Buy)	\$ 14.71					02/01/2011 01/31/2015	Common Stock	5,600
Stock Options (Right to Buy)	\$ 11.96					02/03/2012 02/02/2016	Common Stock	6,430
Stock Options (Right to Buy)	\$ 16.39					05/02/2014 05/01/2018	Common Stock	5,660
Stock	\$ 16.5					02/02/2015 02/02/2019	Common	6,950

Options
(Right to
Buy)

Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BUCHHOLZ SALLY R 11465 JOHNS CREEK PARKWAY, SUITE 400 JOHNS CREEK, GA 30097	VP Marketing/Customer Service

Signatures

/s/ Stephanie R. 02/11/2013
Maschmeier

__Signature of Reporting Date
Person

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) Issuance of Performance Unit Awards under the Amended and Restated 2003 Omnibus Incentive Plan for the 2010 - 2012 performance period.
- (2) Shares withheld at officer's election to cover tax liabilities incurred upon the issuance of Performance Unit Awards under the Amended and Restated 2003 Omnibus Incentive Plan for the 2010-2012 performance period.
- (3) Reflects certain transactions since the reporting person's last Form 4 that were exempt under Rule 16a-12.
- (4) Conversion rate of this derivative security on February 7, 2013 is 0.8332 resulting in 6,200.91 shares of common stock (underlying security in column 7).
- (5) Immediate
- (6) 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.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.