

HUB GROUP INC
Form 4
February 18, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WHITE THOMAS M

(Last) (First) (Middle)

3050 HIGHLAND
PARKWAY, SUITE 100

(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)
02/16/2005

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)
Senior VP, CFO and Treasurer

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Class A Common Stock | 02/16/2005 | | X | | 7,000 A \$ 5.02 32,912 ⁽¹⁾ | D | |
| Class A Common Stock | 02/16/2005 | | X | | 5,000 A \$ 5.2 32,912 ⁽¹⁾ | D | |
| Class A Common Stock | 02/16/2005 | | X | | 3,000 A \$ 9.7 32,912 ⁽¹⁾ | D | |
| Class A Common | 02/16/2005 | | S | | 2,385 ⁽²⁾ D \$ 55.85 30,527 | D | |

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| | | | | | | | |
|----------------------------|------------|---|---------------------|---|-------------|--------|---|
| Stock | | | | | | | |
| Class A Common Stock | 02/16/2005 | S | 200 <u>(2)</u> | D | \$ 55.86 | 30,327 | D |
| Class A Common Stock | 02/16/2005 | S | 164 <u>(2)</u> | D | \$ 55.88 | 30,163 | D |
| Class A Common Stock | 02/16/2005 | S | 4,300 <u>(2)</u> | D | \$ 55.9 | 25,863 | D |
| Class A Common Stock | 02/16/2005 | S | 78 <u>(2)</u> | D | \$ 55.92 | 25,785 | D |
| Class A Common Stock | 02/16/2005 | S | 36 <u>(2)</u> | D | \$ 55.93 | 25,749 | D |
| Class A Common Stock | 02/16/2005 | S | 100 <u>(2)</u> | D | \$ 55.94 | 25,649 | D |
| Class A Common Stock | 02/16/2005 | S | 200 <u>(2)</u> | D | \$ 55.95 | 25,449 | D |
| Class A Common Stock | 02/16/2005 | S | 319 <u>(2)</u> | D | \$ 55.96 | 25,130 | D |
| Class A Common Stock | 02/16/2005 | S | 81 <u>(2)</u> | D | \$ 55.97 | 25,049 | D |
| Class A Common Stock | 02/16/2005 | S | 100 <u>(2)</u> | D | \$ 55.98 | 24,949 | D |
| Class A Common Stock | 02/16/2005 | S | 600 <u>(2)</u> | D | \$ 56 | 24,349 | D |
| Class A Common Stock | 02/16/2005 | S | 22 <u>(2)</u> | D | \$ 56.01 | 24,327 | D |
| Class A Common Stock | 02/16/2005 | S | 200 <u>(2)</u> | D | \$ 56.02 | 24,127 | D |
| Class A Common Stock | 02/16/2005 | S | 100 <u>(2)</u> | D | \$ 56.07 | 24,027 | D |

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| | | | | | | | |
|----------------------------|------------|---|----------------|---|----------|--------|---|
| Class A Common Stock | 02/16/2005 | S | 500 <u>(2)</u> | D | \$ 56.3 | 23,527 | D |
| Class A Common Stock | 02/16/2005 | S | 100 <u>(2)</u> | D | \$ 56.32 | 23,427 | D |
| Class A Common Stock | 02/16/2005 | S | 100 <u>(2)</u> | D | \$ 56.4 | 23,327 | D |
| Class A Common Stock | 02/16/2005 | S | 100 <u>(2)</u> | D | \$ 56.48 | 23,227 | D |
| Class A Common Stock | 02/16/2005 | S | 100 <u>(2)</u> | D | \$ 56.5 | 23,127 | D |
| Class A Common Stock | 02/16/2005 | S | 100 <u>(2)</u> | D | \$ 56.57 | 23,027 | D |
| Class A Common Stock | 02/16/2005 | S | 200 <u>(2)</u> | D | \$ 56.73 | 22,827 | D |
| Class A Common Stock | 02/16/2005 | S | 78 <u>(2)</u> | D | \$ 56.75 | 22,749 | D |
| Class A Common Stock | 02/16/2005 | S | 100 <u>(2)</u> | D | \$ 56.8 | 22,649 | D |
| Class A Common Stock | 02/16/2005 | S | 100 <u>(2)</u> | D | \$ 56.82 | 22,549 | D |
| Class A Common Stock | 02/16/2005 | S | 100 <u>(2)</u> | D | \$ 56.84 | 22,449 | D |
| Class A Common Stock | 02/16/2005 | S | 100 <u>(2)</u> | D | \$ 56.89 | 22,349 | D |

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

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(9-02)

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

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| 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. Filing Date |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------|

| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----------------------------|---------|------------|--|------|---|-------|-----|------------------|-----------------|----------------------|----------------------------|
| Stock Option (Right to Buy) | \$ 5.02 | 02/16/2005 | | X | | 7,000 | | ⁽³⁾ | 01/02/2013 | Class A Common Stock | 7,000 |
| Stock Option (Right to Buy) | \$ 5.2 | 02/16/2005 | | X | | 5,000 | | ⁽⁴⁾ | 12/16/2012 | Class A Common Stock | 5,000 |
| Stock Option (Right to Buy) | \$ 9.7 | 02/16/2005 | | X | | 3,000 | | ⁽⁵⁾ | 07/02/2012 | Class A Common Stock | 3,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WHITE THOMAS M 3050 HIGHLAND PARKWAY SUITE 100 DOWNS GROVE, IL 60515 | | | Senior VP, CFO and Treasurer | |

Signatures

/s/ Thomas M. White 02/18/2005

**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).
- (1) The total reflects a simultaneous cashless exercise of the three different classes of options (for a total of 15,000 shares of Class A Common Stock).
- (2) The reported sale was made pursuant to a pre-arranged program for selling stock adopted pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.

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- (3) The option vests over 3 years. Mr. White can exercise the option as follows: 7,000 shares on 1/2/2004, 7,000 shares on 1/2/2005, and 7,000 shares on 1/2/2006.
- (4) The option vests over 3 years. Mr. White can exercise the option as follows: 5,000 shares on 12/16/2003, 5,000 shares on 12/16/2004, and 5,000 shares on 12/16/2005.
- (5) The option vests over 3 years. Mr. White can exercise the option as follows: 10,000 shares on 7/2/2003, 10,000 shares on 7/2/2004, and 10,000 shares on 7/2/2005.

Remarks:

This Form 4 is the first of two filed in connection with Mr. White's trades on the February 16, 2005.

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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