

COPELAND DENNIS

Form 4

March 13, 2009

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
COPELAND DENNIS

2. Issuer Name **and** Ticker or Trading
Symbol
QUALITY DISTRIBUTION INC
[QLTY]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
4041 PARK OAKS BOULEVARD,
SUITE 200

3. Date of Earliest Transaction
(Month/Day/Year)
03/11/2009

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Senior Vice President

(Street)
TAMPA, FL 33610

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 (D) Price			

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 17	03/11/2009	D			85,000	<u>(2)</u>	11/12/2013	Common Stock	85,000
Employee Stock Option (right to buy)	\$ 13.06	03/11/2009	D			12,500	<u>(3)</u>	01/03/2017	Common Stock	12,500
Employee Stock Option (right to buy)	\$ 1.25	03/11/2009	A			34,750	<u>(4)</u>	03/11/2019	Common Stock	34,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COPELAND DENNIS 4041 PARK OAKS BOULEVARD, SUITE 200 TAMPA, FL 33610			Senior Vice President	

Signatures

/s/ Jonathan C. Gold, by power of attorney 03/13/2009

__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) On March 11, 2009, Quality Distribution, Inc. (the "Company") canceled an option to purchase 85,000 shares of Common Stock of the Company granted to Mr. Copeland on November 13, 2003, and an option to purchase 12,500 shares of Common Stock of the Company granted to Mr. Copeland on January 3, 2007. In exchange, Mr. Copeland received a replacement option to purchase 34,750 shares of Common Stock of the Company with an exercise price equal to the closing market price of the underlying stock on March 11, 2009.
- (2) The canceled option provided for vesting in four equal annual installments beginning on November 14, 2004.
- (3) 50% of the cancelled options were to vest on January 3, 2010, and 50% of the cancelled options were to vest on January 3, 2011.
- (4) The option vests in four equal annual installments beginning on March 11, 2010.

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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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