

Robinson Mark H
Form 4
May 02, 2013

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 *
Robinson Mark H

2. Issuer Name and Ticker or Trading Symbol
SAIA INC [SAIA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
11465 JOHNS CREEK PARKWAY,
SUITE 400

3. Date of Earliest Transaction
(Month/Day/Year)
04/30/2013

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

Vice President of IT

(Street)

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

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

JOHNS CREEK, GA 30097

(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	(A) or (D) Price		
Common Stock	05/01/2013		M		3,430	A	\$ 40.3001	29,371	D
Common Stock	05/01/2013		S		3,430	D	\$ 40.3001	25,941	D
Common Stock	05/01/2013		S		16,850	D	\$ 40.2746	9,091	D

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

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number.

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)	
					V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Options (Right to Buy)	\$ 40.92	04/30/2013		A	6,340		04/30/2016	04/29/2020	Common Stock	6,340
Stock Options (Right to Buy)	\$ 26.72	05/01/2013		M	3,430		02/02/2010	02/01/2014	Common Stock	3,430
Stock Options (Right to Buy)	\$ 12.1						02/02/2013	02/01/2017	Common Stock	6,860
Phantom Stock	<u>(1)</u>						<u>(2)</u>	<u>(3)</u>	Common Stock	13,480 <u>(1)</u>
Stock Options (Right to Buy)	\$ 14.71						02/01/2011	01/31/2015	Common Stock	7,920
Stock Options (Right to Buy)	\$ 11.96						02/03/2012	02/02/2016	Common Stock	6,860
Stock Options (Right to Buy)	\$ 16.39						05/02/2014	05/01/2018	Common Stock	6,040
Stock Options (Right to Buy)	\$ 15.07						07/29/2014	07/28/2018	Common Stock	11,040
Stock Options (Right to Buy)	\$ 16.5						02/02/2015	02/02/2019	Common Stock	7,440

Buy)

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

05/02/2013

**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) Conversion rate of this derivative security on April 30, 2013 is 0.8234 resulting in 11,103.95 shares of common stock (underlying security in column 7).
- (2) Immediate
- (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. 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.