

SAIA INC  
 Form 4/A  
 February 06, 2014

**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 \*  
**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)  
**11/08/2013**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**11/12/2013**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 VP Marketing/Customer Service

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/08/2013		S	9,630 D \$ 32.2513	5,345.25	D	
Common Stock	11/08/2013	11/08/2013	M	9,645 A \$ 7.9733	14,990.25	D	
Common Stock	11/08/2013		S	9,645 D \$ 32.2513	5,345.25	D	
Common Stock	11/08/2013	11/08/2013	M	9,630 A \$ 8.0667	14,975.25	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)

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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 7.9733	11/08/2013	11/08/2013	M	9,645		02/03/2012	02/02/2016	Common Stock	9,645
Stock Options (Right to Buy)	\$ 8.0667	11/08/2013	11/08/2013	M	9,630		02/02/2013	02/01/2017	Common Stock	9,630
Phantom Stock	<u>(1)</u>						<u>(2)</u>	<u>(3)</u>	Common Stock	7,442.118 <u>(1)</u>
Stock Options (Right to Buy)	\$ 17.8133						02/02/2010	02/02/2014	Common Stock	0
Stock Options (Right to Buy)	\$ 9.8067						02/01/2011	01/31/2015	Common Stock	0
Stock Options (Right to Buy)	\$ 10.9267						05/02/2014	05/01/2018	Common Stock	8,490
Stock Options (Right to Buy)	\$ 11						02/02/2015	02/02/2019	Common Stock	10,425
Stock Options	\$ 27.28						04/30/2016	04/29/2020	Common Stock	8,745

(Right to Buy)

## 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. Maschmeier  
02/06/2014

\*\*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 conversion rate of this derivative security on November 8, 2013 is 1.2199 resulting in 9,078.71 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.