

EGL INC
Form 4
March 14, 2006

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 *
BENTO E JOSEPH

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
15350 VICKERY DR

3. Date of Earliest Transaction (Month/Day/Year)
03/13/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President & CMO

(Street)
HOUSTON, TX 77032

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

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	03/13/2006		M	A	\$ 23	16,315	D
Common Stock	03/13/2006		M	A	\$ 8.875	20,315	D
Common Stock	03/13/2006		M	A	\$ 14.595	38,315	D
Common Stock	03/13/2006		S	D	\$ 40.4885	12,315	D
Common Stock	03/13/2006		S	D	\$ 40.3	9,540	D

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Common Stock	03/13/2006	S	1,250	D	\$ 40.43	8,290	D
Common Stock	03/13/2006	S	400	D	\$ 40.36	7,890	D
Common Stock	03/13/2006	S	355	D	\$ 40.33	7,535	D
Common Stock	03/13/2006	S	200	D	\$ 40.35	7,335	D
Common Stock	03/13/2006	S	100	D	\$ 40.4	7,235	D
Common Stock	03/13/2006	S	100	D	\$ 40.31	7,135	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 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		
Employee Stock Option	\$ 23	03/13/2006		M		4,000	<u>(1)</u>	05/01/2007	Common Stock	Amount or Number of Shares 4,000
Employee Stock Options	\$ 8.875	03/13/2006		M		4,000	<u>(2)</u>	10/01/2008	Common Stock	4,000
Employee Stock Options	\$ 14.595	03/13/2006		M		18,000	<u>(3)</u>	11/13/2009	Common Stock	18,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

BENTO E JOSEPH
15350 VICKERY DR
HOUSTON, TX 77032

President & CMO

Signatures

Dana Carabin, Attorney-In-Fact for E. Joseph
Bento

03/14/2006

__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) vested in five equal annual installments beginning 5/1/2001
- (2) vests in five equal annual installments beginning 10/1/2002
- (3) vests in five equal annual installments beginning 11/13/2003

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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