

YEAGER DAVID P
Form 4
February 13, 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 *
YEAGER DAVID P

(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)
02/10/2006

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)
Vice Chairman & CEO

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 | (D) | Price |
| Class A Common Stock | 02/10/2006 | | M | | 50,000 | A | \$ 2.6 |
| | | | | | 239,619 | (1) | D |
| Class A Common Stock | 02/10/2006 | | M | | 40,000 | A | \$ 2.51 |
| | | | | | 279,616 | (1) | D |
| Class A Common Stock | 02/10/2006 | | S | | 5,000 | D | \$ 43 |
| | | | | | 274,616 | (1) | D |
| Class A Common | 02/10/2006 | | S | | 2,500 | D | \$ 42.8 |
| | | | | | 272,116 | (1) | D |

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| | | | | | | | | | |
|----------------------------|------------|---|--------|---|---------------|------------------------|---|----------|--|
| Stock | | | | | | | | | |
| Class A Common Stock | 02/10/2006 | S | 10,000 | D | \$ 42.7024 | 262,116 ⁽¹⁾ | D | | |
| Class A Common Stock | 02/10/2006 | S | 5,000 | D | \$ 42.7 | 257,116 ⁽¹⁾ | D | | |
| Class A Common Stock | 02/10/2006 | S | 15,000 | D | \$ 42.65 | 242,116 ⁽¹⁾ | D | | |
| Class A Common Stock | 02/10/2006 | S | 10,000 | D | \$ 42.6 | 232,116 ⁽¹⁾ | D | | |
| Class A Common Stock | 02/10/2006 | S | 7,500 | D | \$ 42.55 | 224,616 ⁽¹⁾ | D | | |
| Class A Common Stock | 02/10/2006 | S | 25,000 | D | \$ 42.5 | 199,616 ⁽¹⁾ | D | | |
| Class A Common Stock | 02/10/2006 | S | 5,000 | D | \$ 42.4561 | 194,616 ⁽¹⁾ | D | | |
| Class A Common Stock | 02/10/2006 | S | 5,000 | D | \$ 42.4 | 189,616 ⁽¹⁾ | D | | |
| Class B Common Stock | | | | | | 102,787 ⁽²⁾ | D | | |
| Class B Common Stock | | | | | | 46,794 ⁽³⁾ | I | By Trust | |
| Class B Common Stock | | | | | | 46,794 ⁽⁴⁾ | I | By Trust | |
| Class B Common Stock | | | | | | 46,794 ⁽⁵⁾ | I | By Trust | |

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

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(9-02)

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 2.6 | 02/10/2006 | | M | 50,000 | 12/16/2005 | 12/16/2012 | Class A Common Stock | 50,000 |
| Stock Option (Right to Buy) | \$ 2.51 | 02/10/2006 | | M | 40,000 | 01/02/2006 | 01/02/2013 | Class A Common Stock | 40,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| YEAGER DAVID P 3050 HIGHLAND PARKWAY SUITE 100 DOWNERS GROVE, IL 60515 | X | | Vice Chairman & CEO | |

Signatures

/s/ David P. Yeager 02/13/2006

**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) 32,213 of the shares of Class A Common Stock are restricted stock subject to vesting requirements.
The Yeager family members are parties to a stockholders' agreement pursuant to which they have agreed to vote all of their shares of
 - (2) Class B Common Stock in accordance with the vote of the holders of a majority of such shares. Members of the Yeager family own all 662,296 shares of the Class B Common Stock.
 - (3) The reporting person disclaims beneficial ownership of these shares owned by the Matthew D. Yeager 1994 GST Trust and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose. The Yeager family members are parties to a stockholders' agreement pursuant to which they have agreed to vote all of their shares of Class B Common Stock in accordance with the vote of the holders of a majority of such shares. Members of the Yeager family

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own all 662,296 shares of the Class B Common Stock.

- The reporting person disclaims beneficial ownership of these shares owned by the Phillip D. Yeager 1994 GST Trust and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other
- (4) purpose. The Yeager family members are parties to a stockholders' agreement pursuant to which they have agreed to vote all of their shares of Class B Common Stock in accordance with the vote of the holders of a majority of such shares. Members of the Yeager family own all 662,296 shares of the Class B Common Stock.

- The reporting person disclaims beneficial ownership of these shares owned by the Laura C. Yeager 1994 GST Trust and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other
- (5) purpose. The Yeager family members are parties to a stockholders' agreement pursuant to which they have agreed to vote all of their shares of Class B Common Stock in accordance with the vote of the holders of a majority of such shares. Members of the Yeager family own all 662,296 shares of the Class B Common Stock.

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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