YEAGER MARK A Form 4

April 26, 2006

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

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(b).

(Last)

1. Name and Address of Reporting Person * YEAGER MARK A

> (First) (Middle)

3050 HIGHLAND PARKWAY, SUITE 100

(Street)

(Ctata)

2. Issuer Name and Ticker or Trading Symbol

HUB GROUP INC [HUBG]

3. Date of Earliest Transaction (Month/Day/Year) 04/24/2006

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

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

_X__ Director 10% Owner X_ Officer (give title _ Other (specify below) President & COO

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

Form filed by More than One Reporting Person

DOWNERS GROVE, IL 60638

(City)	(State)	^(Zip) Tabl	e I - Non-D	D erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Class A Common Stock	04/24/2006		M	2,006	A	\$ 2.6	188,207 (1)	D	
Class A Common Stock	04/24/2006		S	450	D	\$ 50.78	187,757 <u>(1)</u>	D	
Class A Common Stock	04/24/2006		S	400	D	\$ 50.65	187,357 <u>(1)</u>	D	
Class A Common	04/24/2006		S	850	D	\$ 50.3	186,507 (1)	D	

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Stock											
Class A Common Stock	04/24/20	006	S	306	D \$	50	186,201 (1)	D			
Class A Common Stock							59,816	I	By Trus	t	
Class A Common Stock							2,516 <u>(2)</u>	I	By Trus	t	
Class A Common Stock							2,516 <u>(2)</u>	I	By Trus	t	
Class B Common Stock							86,794 (3)	D			
Class B Common Stock							36,794 <u>(4)</u>	I	By Trus	t	
Class B Common Stock							36,794 <u>(4)</u>	I	By Trus	t	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 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. Transactic Code (Instr. 8)	5. Numb for Deriv Securitic Acquire (A) or Dispose (D) (Instr. 3, and 5)	vative es ed	6. Date Exercise Expiration Date (Month/Day/Y	e	(Instr. 3 and 4)		8. D So (I
							Date Exercisable	Expiration Date	Title	Amount or Number of	

(D)

2,006 12/16/2005 12/16/2012 Class A

Code V (A)

M

Stock

Options

\$ 2.6

04/24/2006

Common

Shares

2,006

(Right to Stock Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships							
rs	Director	10% Owner	Officer	Other				
YEAGER MARK A 3050 HIGHLAND PARKWAY SUITE 100 DOWNERS GROVE, IL 60638	X		President & COO					

Signatures

/s/ Mark A.
Yeager

**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) 26,829 of the shares of Class A Common Stock are restricted stock subject to vesting requirements.
- (2) The reporting person disclaims beneficial ownership of these shares 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 (3) 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 and this report shall not be deemed an admision 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
- (4) 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. 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.

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