

SAIA INC  
Form 4  
November 10, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
ODELL RICHARD D

(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)  
11/07/2014

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)  
President & CEO of Saia

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                    | 11/07/2014                           |  | M                              |   | \$ 29,985   | A  | 17.8133   |
| Common Stock                    | 11/07/2014                           |  | S                              |   | \$ 29,985   | D  | 51.3094   |
|                                 |                                      |  |                                |   | (1)   |  |   |

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

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SEC 1474  
(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 Number of Shares |
| Stock Options (Right to Buy)               | \$ 17.8133   | 11/07/2014                           |  | M                              | 29,985  | 02/02/2010 <sup>(2)</sup>                                | 02/01/2017  | Common Stock | 29,985                  |
| Phantom Stock                              | <sup>(3)</sup>   |                                      |  |                                |   | <sup>(4)</sup>   | <sup>(5)</sup>  | Common Stock | 43,070                  |
| Stock Options (Right to Buy)               | \$ 10.9267   |                                      |  |                                |   | 05/02/2014   | 05/01/2018  | Common Stock | 29,985                  |
| Stock Options (Right to Buy)               | \$ 27.28   |                                      |  |                                |   | 04/30/2016   | 04/29/2020  | Common Stock | 45,985                  |
| Stock Options (Right to Buy)               | \$ 31.5  |                                      |  |                                |   | 02/04/2017   | 02/03/2021  | Common Stock | 39,985                  |
| Stock Options (Right to Buy)               | \$ 11  |                                      |  |                                |   | 02/02/2015   | 02/02/2019  | Common Stock | 52,985                  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| ODELL RICHARD D<br>11465 JOHNS CREEK PARKWAY, SUITE 400<br>JOHNS CREEK, GA 30097 |               |           | President & CEO of Saia |       |

## Signatures

/s/ Stephanie R.  
Maschmeier

11/10/2014

\_\_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).

- The prices reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.20 to \$51.67, inclusive. The reporting person undertakes to provide the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- (1) Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
  - (2) The options vest one-third in year three, one-third in year four and one-third in year five.
  - (3) Conversion rate of this derivative security on November 7, 2014 is 1.2021 resulting in 51,775.03 shares of common stock (underlying security in column 7).
  - (4) Immediate
  - (5) 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.

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