SAIA INC
Form DEF 14A
March 21, 2014

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant þ

Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ **Preliminary Proxy Statement**

¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

þ **Definitive Proxy Statement**

¨ **Definitive Additional Materials**

¨ **Soliciting Material Pursuant to § 240.14a-12**

Saia, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

þ **No fee required.**

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1) **Title of each class of securities to which transaction applies:**

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held April 24, 2014

To Our Stockholders:

We cordially invite you to attend the 2014 annual meeting of stockholders of Saia, Inc. The meeting will take place at the Renaissance Concourse Atlanta Airport Hotel, One Hartsfield Centre Parkway, Atlanta, Georgia 30354 on April 24, 2014 at 10:30 a.m. local time. We look forward to your attendance, either in person or by proxy.

The purpose of the meeting is to:

1. Elect three directors, each for a term of three years;

2. Vote on an advisory basis to approve the compensation of Saia s Named Executive Officers;

3. Ratify the appointment of KPMG LLP as Saia s independent registered public accounting firm for fiscal year 2014; and

4. Transact any other business that may properly come before the meeting and any postponement or adjournment of the meeting.

Only stockholders of record at the close of business on March 10, 2014 may vote at the meeting or any postponements or adjournments of the meeting.

By order of the Board of Directors,

James A. Darby

Secretary

March 21, 2014

Please complete, date, sign and return the accompanying proxy card or vote by telephone or the internet. The enclosed return envelope requires no additional postage if mailed in either the United States or Canada. Alternatively, you may vote electronically via the internet. Go to www.investorvote.com/saia and follow the steps outlined on the secure website.

If you are a registered stockholder, you may elect to have next year s proxy statement and annual report made available to you via the internet. We strongly encourage you to enroll in this service. It is a cost-effective way for us to send you proxy materials and annual reports.

Your vote is very important. Please vote whether or not you plan to attend the meeting.

PROXY SUMMARY

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider and you should read the entire proxy statement before voting. For more complete information regarding the Company s 2013 performance, please review the Company s Annual Report on Form 10-K.

2014 Annual Meeting of Stockholders

Date and Time:
April 24, 2014, 10:30 a.m., local time

Place:
Renaissance Concourse Atlanta Airport Hotel

One Hartsfield Centre Parkway

Atlanta, Georgia 30354

Record Date:
March 10, 2014

Voting Matters and Board Recommendations

	Our Board s Recommendation
Election of Three Directors (page 5)	FOR each Director Nominee
Advisory Vote to Approve Executive Compensation (page 49)	FOR
Ratification of Independent Registered Public Accounting Firm (page 50)	FOR

2013 Business Highlights

In 2013, the Company delivered strong operating results. Business highlights included:

- Revenues grew 3.6% to $1,139 million in 2013, compared to $1,099 million in 2012.
- Operating income grew 26.7% to $74.4 million in 2013, compared to $58.7 million in 2012.
- Operating Ratio improved to 93.5% in 2013 from 94.7% in 2012.
- Diluted earnings per share of $1.73 in 2013, compared to $1.29 in 2012 (adjusted to reflect the Company s June 2013 three for two stock split).

Director Nominees (page 5)

The Board of Directors consists of nine directors divided into three classes. Directors in each class are elected to serve for three-year terms that expire in successive years. The terms of the Class III directors will expire at the upcoming annual meeting. The Board of Directors has nominated the following persons for election as Class III directors for three-year terms expiring at the annual meeting of stockholders to be held in 2017. Each nominee is currently a director of Saia.

Name	Age	Director Since	Primary Occupation	Committee Memberships
Linda J. French*	66	2004	Retired Professor of Business Administration; Former General Counsel at Payless Cashways, Inc.	Compensation (Chair)
William F. Martin, Jr.*	66	2004	Retired General Counsel and Executive Officer of Yellow Corporation	Nominating and Governance (Chair); Audit
Bjorn E. Olsson*	68	2005	Retired President and CEO of Harmon Industries	Compensation; Nominating and Governance

* *Independent Director*

Lead Independent Director for 2013

Management Proposals (pages 49 and 50)

1. *Advisory Vote to Approve Executive Compensation*. We are asking our stockholders to approve on an advisory basis our Named Executive Officer compensation. The Board recommends a FOR vote because it believes that our compensation policies and practices are effective in attracting, motivating and retaining talented executive officers and aligning the executives long-term interests with those of our stockholders.

2. *Ratification of Appointment of Independent Registered Public Accounting Firm.* As a matter of good governance, we are asking our stockholders to ratify the selection of KPMG LLP as our auditors for 2014.

Corporate Governance (page 10)

Saia has the following corporate governance provisions and policies:

Separate Chief Executive Officer and Chairman of the Board. The Chief Executive Officer is responsible for setting the strategic direction for the Company and the day-to-day leadership and performance of the Company, while the Chairman provides guidance to the Chief Executive Officer, sets the agenda for Board meetings and presides over meetings of the full Board.

The Board has a Lead Independent Director. The Lead Independent Director position ensures the Board has a director in a leadership position that is independent under all applicable rules of the NASDAQ Global Select Market and the Securities and Exchange Commission. The Lead Independent Director is elected annually by the independent directors. For 2013, the Lead Independent Director was Björn E. Olsson.

Majority Voting for Director Elections. Saia s Bylaws require that in an uncontested election a nominee to the board must receive more votes cast for than against his or her election in order to be elected to the Board. If an incumbent director fails to receive a majority of the vote for reelection, the Nominating and Governance Committee recommends to the full Board whether to accept or reject the nominee s previously submitted resignation, and the full Board makes the final determination. We believe the ability of stockholders to vote for or against a director, as opposed to merely withholding a vote for a director, increases accountability to stockholders. The election of directors at the 2014 annual meeting of stockholders is an uncontested election.

Three Standing Committees of the Board of Directors: the Audit Committee, the Compensation Committee and the Nominating and Governance Committee. Saia s Board committees are comprised entirely of independent directors. Saia s committee charters are available free of charge on the Company s website (www.saiacorp.com) under the investor relations section.

Stock Ownership Guidelines. The Company has adopted stock ownership guidelines that apply to all officers who are eligible to receive long-term incentives, including all Named Executive Officers, and to Saia s directors. At March 1, 2014, all of the Named Executive Officers were in compliance with the guidelines.

Compensation Recovery Policy. The Company has a clawback policy for performance-based compensation where the payment was predicated on the achievement of financial results that were subsequently the subject of a material restatement and a lower payment would have been made based on the restated financial results.

Policy Against Hedging and Pledging of Saia Stock. Directors and employees subject to the Company s insider trading policies may not engage in short sales of Saia common stock, in transactions involving puts, calls, or other derivative securities of the Company or in hedging transactions with respect to the Company. Additionally, directors and such employees are prohibited from holding Saia stock in a margin account and from pledging Saia common stock as collateral for indebtedness.

Executive Compensation Highlights (page 18)

Saia aligns executives interests with those of our stockholders. Other than base salary, which is historically targeted at the 50th percentile of our peer group, all significant elements of executive compensation are based on Saia s stock price performance, earnings per share or operating ratio. For 2013, the Company s annual incentive plan was based on achieving earnings per share and operating ratio targets. The long-term incentive plan utilizes a combination of grants of shares of common stock based on the Company s total stockholder return compared to that of companies in the peer group over a three year period and stock options with an exercise price set at fair market value on the grant date. Regardless of how the Company performs relative to its peers, no payouts of the stock grants are made unless the Company had positive stockholder return over the three year period. Saia s stock option plans strictly prohibit repricing of stock options.

2013 Named Executive Officer Compensation

Realized Pay Differs from Reported Total Compensation. The SEC s calculation of total compensation includes several items that are driven by accounting and actuarial assumptions, which are not necessarily reflective of compensation actually realized by Saia s chief executive officer, chief financial officer and its three other most highly compensated executive officers (the Named Executive Officers) in 2013. To supplement the SEC-required disclosure, we have included an additional table that shows compensation actually realized by each of the Named Executive Officers in 2013. Set forth below are two tables showing for each named executive: (1) 2013 compensation actually realized by the Named Executive Officers, as reported on each named executive s W-2 form (2013 Realized Compensation Table), and (2) 2013 compensation as determined under SEC rules (2013 Summary Compensation Table). For more information regarding amounts reported in the 2013 Realized Compensation Table, see 2013 Realized Compensation on page 35. The amounts reported in this table differ substantially from the amounts reported as total compensation in the 2013 Summary Compensation Table and are not a substitute for those amounts. For a reconciliation of amounts reported as realized compensation and amounts reported as total compensation, see page 45. For more information on total compensation as calculated under SEC rules, see the narrative and notes accompanying the 2013 Summary Compensation Table set forth on page 36.

2013 Realized Compensation Table

Name & Principal Position	Realized Compensation
Richard D. O Dell, President & CEO	$3,170,342
James A. Darby, VP of Finance & CFO	612,091
Mark H. Robinson, VP of Information Technology & CIO	861,558
Sally R. Buchholz, VP of Marketing & Customer Service	1,172,370
Brian A. Balius, VP of Transportation & Engineering	979,315

2013 Summary Compensation Table

Name & Principal Position	Salary ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	All Other Compensation ($)	Total ($)
Richard D. O Dell, President & Chief Executive Officer (PEO) (5)	561,312	331,834	594,096	468,134	43,592	1,998,968
James A. Darby, Vice President of Finance & Chief Financial Officer (PFO)	304,500	120,032	214,799	190,465	27,639	857,435
Mark H. Robinson, Vice President of Information Technology & Chief Information Officer	253,764	68,746	123,131	105,820	24,101	575,562
Sally R. Buchholz, Vice President of Marketing & Customer Service	233,472	63,262	113,226	93,389	21,976	525,325
Brian A. Balius, Vice President of Transportation & Engineering	253,764	68,746	123,131	105,820	23,112	574,573

Important Dates for 2015 Annual Meeting of Stockholders (page 54)

Any stockholder who intends to present a proposal at the annual meeting in 2015 must deliver the proposal to Saia s corporate Secretary at 11465 Johns Creek Parkway, Suite 400, Johns Creek, Georgia 30097:

On or after December 25, 2014, and on or before January 24, 2015, if the proposal is submitted pursuant to Saia s By-Laws, in which case we are not required to include the proposal in our proxy materials.

Not later than November 21, 2014, if the proposal is submitted for inclusion in our proxy materials for that meeting pursuant to Rule 14a-8 under the Securities Exchange Act of 1934.

Saia, Inc.

11465 Johns Creek Parkway, Suite 400

Johns Creek, Georgia 30097

2014 PROXY STATEMENT

The Board of Directors (the Board) of Saia, Inc. (Saia or the Company) is furnishing you this proxy statement in connection with the solicitation of proxies on its behalf for the 2014 annual meeting of stockholders. The meeting will take place at the Renaissance Concourse Atlanta Airport Hotel, One Hartsfield Centre Parkway, Atlanta, Georgia 30354 on April 24, 2014 at 10:30 a.m. local time. At the meeting, stockholders will vote on (a) the election of three directors, (b) an advisory basis to approve the compensation of Saia s Named Executive Officers, (c) the ratification of the appointment of KPMG LLP as Saia s independent registered public accounting firm for fiscal year 2014, and (d) the transaction of any other business that may properly come before the meeting, although we know of no other business to be presented.

By submitting your proxy (either by signing and returning the enclosed proxy card or by voting electronically on the internet or by telephone), you authorize Herbert A. Trucksess, III, Chairman, Richard D. O Dell, Saia s Chief Executive Officer, and James A. Darby, Saia s Vice President Finance, Chief Financial Officer and Secretary, to represent you and vote your shares at the meeting in accordance with your instructions. They also may vote your shares to adjourn the meeting and will be authorized to vote your shares at any postponements or adjournments of the meeting.

Saia s Annual Report to Stockholders for the fiscal year ended December 31, 2013, which includes Saia s audited annual consolidated financial statements, accompanies this proxy statement. Although the Annual Report is being distributed with this proxy statement, it does not constitute a part of the proxy solicitation materials and is not incorporated by reference into this proxy statement.

We are first sending this proxy statement, form of proxy and accompanying materials to stockholders on or about March 21, 2014.

YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE PROMPTLY SUBMIT YOUR PROXY EITHER IN THE ENCLOSED ENVELOPE, VIA THE INTERNET OR BY TELEPHONE.

INFORMATION ABOUT THE ANNUAL MEETING

What is the purpose of the annual meeting?

At the annual meeting, the stockholders will be asked to:

1. Elect three directors, each for a term of three years;

2. Vote on an advisory basis to approve the compensation of Saia s Named Executive Officers; and

3. Ratify the appointment of KPMG LLP as Saia s independent registered public accounting firm for fiscal year 2014.

Stockholders also will transact any other business that may properly come before the meeting. Members of Saia s management team and a representative of KPMG LLP, Saia s independent registered public accounting firm, will be present at the annual meeting to respond to appropriate questions from stockholders.

Who is entitled to vote?

You may vote if you owned shares of our common stock at the close of business on March 10, 2014, the record date for the annual meeting, provided such shares are held directly in your name as the stockholder of record or are held for you as the beneficial owner through a bank, broker or other nominee. Each outstanding share of common stock is entitled to one vote for all matters that properly come before the annual meeting for a vote. At the close of business on the record date, there were 24,662,205 shares of Saia common stock outstanding and entitled to vote.

What is the difference between a stockholder of record and a beneficial owner of shares held in street name?

Stockholders of Record. If your shares are registered directly with our transfer agent, Computershare Trust Company, N.A., you are considered the stockholder of record with respect to those shares, and these proxy materials are being sent directly to you by us. As the stockholder of record, you have the right to grant your voting proxy directly to us through the enclosed proxy card or to vote in person at the annual meeting.

Beneficial Owners. Many of our stockholders hold their shares through a bank, broker or other nominee rather than directly in their own name. If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name, and these proxy materials (including a voting instruction card) are being forwarded to you by your bank, broker or nominee who is considered the stockholder of record with respect to those shares. As the beneficial owner, you have the right to direct your bank, broker or nominee on how to vote your shares. As the beneficial owner of shares, you are also invited to attend the annual meeting. However, since you are not the stockholder of record, you may not vote your shares in person at the annual meeting unless you obtain a legal proxy from your bank, broker or nominee and present it at the 2014 annual meeting. Your bank, broker or nominee has enclosed a voting instruction card for you to use in directing the bank, broker or nominee regarding how to vote your shares.

How do I vote?

Stockholders of Record.

1. *You May Vote by Mail*. If you properly complete and sign the accompanying proxy card and return it in the enclosed envelope, it will be voted in accordance with your instructions. The enclosed envelope requires no additional postage if mailed in either the United States or Canada.

2. *You May Vote by Telephone or the Internet*. You may vote by telephone or on the internet by following the instructions included on the proxy card. If you vote by telephone or on the internet, you do not have to mail in your proxy card. Internet and telephone voting are available 24 hours a day. Votes submitted through the internet (www.investorvote.com/SAIA) or by telephone (1-800-652-8683) must be received by 11:59 p.m. Eastern time on April 23, 2014.

NOTE: **If you are a registered stockholder, you may elect to have next year s proxy statement and annual report made available to you via the internet. We strongly encourage you to enroll in this service. It is a cost-effective way for us to send you proxy materials and annual reports.**

3. *You May Vote in Person at the Meeting*. You may deliver your completed proxy card in person. Additionally, we will pass out written ballots to registered stockholders who wish to vote in person at the meeting.

Beneficial Owners.

If you hold your shares in street name, follow the voting instruction card you receive from your bank, broker or other nominee. If you want to vote in person at the annual meeting, you must obtain a legal proxy from your bank, broker or nominee and present it at the annual meeting.

Can I change my vote?

Stockholders of Record. You may change your vote at any time before the proxy is exercised by voting in person at the annual meeting, giving written notice to Saia s Secretary revoking your proxy, submitting a properly signed proxy bearing a later date or voting again by telephone or on the internet (your latest telephone or internet vote is counted).

Beneficial Owners. If you hold your shares through a bank, broker or other nominee, you may change your vote by submitting new voting instructions following the instructions provided by your bank, broker or nominee.

What if I do not vote for some of the items listed on the proxy card or voting instruction card?

Stockholders of Record. If you indicate a choice with respect to any matter to be acted upon on your proxy card, the shares will be voted in accordance with your instructions. Proxy cards that are signed and returned, but do not contain voting instructions with respect to a proposal, will be voted in accordance with the recommendations of the Board with respect to that proposal.

Beneficial Owners. If you indicate a choice with respect to any matter to be acted upon on your voting instruction card, the shares will be voted in accordance with your instructions. If you do not indicate a choice with respect to a proposal or do not return your voting instruction card, the bank, broker or other nominee will determine if it has the discretionary authority to vote your shares. Regulations prohibit banks, brokers and other nominees from voting shares in elections of directors or as to compensation of Named Executive Officers unless the beneficial owners indicate how the shares are to be voted. Therefore, unless you instruct your bank, broker or nominee on how to vote your shares with respect to the election of directors and the compensation of Saia s Named Executive Officers, your bank, broker or nominee will be prohibited from voting on your behalf on any such matter for which your instructions are not provided. As such, it is critical that you cast your vote if you want it to count for the proposals regarding the aforementioned matters. Your bank, broker or nominee will, however, continue to have discretionary authority to vote uninstructed shares on the ratification of the appointment of the Company s independent registered public accounting firm.

How many shares must be present to hold the meeting?

A quorum must be present at the annual meeting for any business to be conducted. The presence at the annual meeting, in person or by proxy, of the holders of a majority of the shares of Saia common stock outstanding on the record date will constitute a quorum. Abstentions and broker non-votes (which occur when a bank, broker or other nominee holding shares for a beneficial owner does not have discretionary voting authority with respect to a proposal and has not received instructions with respect to that proposal from the beneficial owner) will be treated as shares present for purposes of determining whether a quorum is present.

What if a quorum is not present at the meeting?

If a quorum is not present at the scheduled time of the meeting, the stockholders who are represented may adjourn the meeting until a quorum is present. The time and place of the adjourned meeting will be announced at the time the adjournment is taken, and so long as the adjournment is not for longer than 30 days, no other notice will be given.

How does the Board of Directors recommend I vote on the proposals?

Your Board recommends that you vote:

FOR the election of the three nominees to the Board of Directors;

FOR the compensation of Saia s Named Executive Officers as presented in Proposal 2; and

FOR the ratification of KPMG LLP as Saia s independent registered public accounting firm.

Will any other business be conducted at the meeting?

We know of no other business that will be presented at the meeting. If any other matter properly comes before the stockholders for a vote at the meeting, the proxy holders will vote your shares in accordance with their best judgment.

Who will count the votes?

Saia s transfer agent, Computershare Trust Company, N.A., will tabulate and certify the votes. Douglas Col, the Company s Treasurer and Assistant Secretary, will serve as the inspector of elections.

How many votes are required to elect the director nominees?

Because this is considered an uncontested election under the Company s Bylaws, a nominee for director is elected to the Board if the votes cast for such nominee s election exceed the votes cast against such nominee s election. Abstentions will not affect the election of directors. In tabulating the voting results for the election of directors, only FOR and AGAINST votes are counted. If an incumbent director fails to receive a majority of the vote for re-election, the Nominating and Governance Committee of the Board will act on an expedited basis to determine whether to accept the director s previously tendered irrevocable resignation and will submit such recommendation for prompt consideration by the Board. In considering whether to accept or reject the tendered resignation, the Nominating and Governance Committee and the Board will consider any factors they deem relevant in deciding whether to accept a director s resignation. Any director who tenders his or her resignation pursuant to this provision of the Corporate Governance Guidelines will not participate in the Nominating and Governance Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation.

What happens if a nominee is unable to stand for election?

If a nominee is unable to stand for election, the Board of Directors may either reduce the number of directors to be elected or select a substitute nominee. If a substitute nominee is selected, the proxy holders will vote your shares for the substitute nominee unless you have withheld authority.

How many votes are required to approve the proposals other than the director nomination proposal?

The advisory approval of the compensation of Saia s Named Executive Officers and the ratification of the appointment of KPMG LLP as Saia s independent registered public accounting firm each require the affirmative vote of a majority of the shares present at the meeting in person or by proxy and entitled to vote.

What effect will abstentions and broker non-votes have on the proposals?

Shares voting ABSTAIN with respect to any nominee for director will be excluded entirely from the vote and will have no effect on the proposal. Shares voting ABSTAIN on the advisory vote on executive compensation and the ratification of the appointment of the Company s independent registered public accounting firm will be treated as shares present for quorum purposes and entitled to vote, so they will have the same practical effect as votes against the proposals. In tabulating the voting results for any particular proposal, shares that constitute broker non-votes are not considered entitled to vote on that proposal. Thus, broker non-votes will not affect the outcome of any matter being voted on at the meeting, assuming that a quorum is obtained.

When will the Company announce the voting results?

We will announce the preliminary voting results at the annual meeting. The Company will report the final results in a Current Report on Form 8-K filed with the Securities and Exchange Commission within four business days following the annual meeting.

PROPOSAL 1

ELECTION OF DIRECTORS

The Board of Directors currently consists of nine directors divided into three classes (Class I, Class II and Class III). Directors in each class are elected to serve for three-year terms that expire in successive years. The terms of the Class III directors will expire at the upcoming annual meeting. The Board of Directors has nominated Linda J. French, William F. Martin, Jr. and Björn E. Olsson for election as Class III directors for three-year terms expiring at the annual meeting of stockholders to be held in 2017 and until their successors are elected and qualified. Ms. French and Messrs. Martin, Jr. and Olsson currently serve as Class III directors.

Each nominee has consented to being named in this proxy statement and has agreed to serve if elected. If a nominee is unable to stand for election, the Board of Directors may either reduce the number of directors to be elected or select a substitute nominee. If a substitute nominee is selected, the proxy holders will vote your shares for the substitute nominee, unless you have withheld authority.

Because this is considered an uncontested election under the Company s Bylaws, a nominee for director is elected to the Board if the votes cast for such nominee s election exceed the votes cast against such nominee s election. Abstentions will not affect the election of directors. In tabulating the voting results for the election of directors, only FOR and AGAINST votes are counted. If an incumbent director fails to receive a majority of the vote for re-election, the Nominating and Governance Committee of the Board will act on an expedited basis to determine whether to accept the director s previously tendered irrevocable resignation, and will submit such recommendation for prompt consideration by the Board. In considering whether to accept or reject the tendered resignation, the Nominating and Governance Committee and the Board will consider any factors they deem relevant in deciding whether to accept a director s resignation. Any director who tenders his or her resignation pursuant to this provision of the Corporate Governance Guidelines will not participate in the Nominating and Governance Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation.

YOUR BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE ELECTION OF EACH OF THE THREE NOMINEES.

The following tables set forth certain information regarding each nominee for director and continuing director of the Company. The information presented includes information provided to the Company by each nominee and continuing director including such person s name, age, principal occupation and business experience for at least the past five years, the names of other publicly-held companies of which such person currently serves as a director or has served as a director during the past five years and the year in which the nominee first became a director of Saia.

The following seven directors of Saia satisfy the NASDAQ Global Select Market s (NASDAQ) definition of independent director: William F. Evans, Linda J. French, John J. Holland, William F. Martin, Jr., Björn E. Olsson, Douglas W. Rockel and Jeffrey C. Ward.

In addition to the information presented below regarding the specific experience, qualifications, attributes and skills of each nominee and director that led the Board of Directors to the conclusion that such person should serve as a director, the Board also believes that all of the nominees and continuing directors have a reputation for high personal and professional ethics, integrity, values and character. Each nominee and continuing director brings a strong and unique background and set of skills to the Board of Directors giving the Board as a whole competence and experience in a wide variety of areas, including corporate governance and board service, executive management, law and regulation, the less-than-truckload (LTL) and transportation industry, accounting and finance, and risk assessment. They have demonstrated business acumen and an ability to exercise sound judgment, as well as a commitment of service to the Company and the Board. Each nominee and continuing director is committed to achieving, monitoring and improving on the Company s business strategy.

Current Nominees

NOMINEES FOR ELECTION AS

CLASS III DIRECTORS FOR A THREE-YEAR

TERM EXPIRING AT THE 2017 ANNUAL MEETING

Director, Year first Elected as Director	Age	Principal Occupation, Business Experience and Directorships
Linda J. French, 2004	66	Ms. French is retired from her position as assistant professor of business administration at William Jewell College in Liberty, Missouri, where she served from 1997 to 2001. Prior to joining the William Jewell faculty, Ms. French was a partner at the law firm of Husch Blackwell Sanders LLP (now Husch Blackwell LLP) for approximately four years and an executive officer of Payless Cashways, Inc. for approximately 12 years. Ms. French brings a wide variety of experience to the Board as an executive officer and general counsel of a public company, a partner in a major law firm and an assistant professor of business administration. Additionally, Ms. French has particular experience in human resource, governance and ethics matters. Ms. French also has extensive knowledge of Saia and the LTL industry having served on the Board of Saia since 2004.
William F. Martin, Jr., 2004	66	Mr. Martin retired from Yellow Corporation in 2002 after 25 years of service. He had been senior vice president of legal, general counsel and corporate secretary. As a former general counsel and executive officer of a large publicly-traded LTL carrier, Mr. Martin brings to the Board extensive experience in the LTL industry, including in the area of risk assessment, and the regulation and governance of public companies in general.
Björn E. Olsson, 2005	68	Mr. Olsson served on the Resident Management Team at George K. Baum & Company, an investment bank, from September 2001 to September 2004. Prior to that time Mr. Olsson was President and Chief Executive Officer/Chief Operating Officer of Harmon Industries, Inc., a publicly-traded supplier of signal and train control systems to the transportation industry, from August 1990 to November 2000. Mr. Olsson brings to the Board operational and leadership experience as the Chief Executive Officer of a publicly-traded supplier of equipment to the railroad industry. Additionally, Mr. Olsson s experience as a former director of three public companies and the Chief Financial Officer of a public company in Sweden aids his service to the Board. Mr. Olsson also has extensive knowledge of Saia and the LTL industry having served on the Board of Saia since 2005.

Continuing Directors

CLASS I DIRECTORS CONTINUING IN OFFICE

WHOSE TERMS EXPIRE AT THE 2015 ANNUAL MEETING

Director, Year First Elected as Director	Age	Principal Occupation, Business Experience and Directorships
William F. Evans, 2013	66	From May 2002 to June 2007, Mr. Evans was Executive Vice President and Chief Financial Officer of Witness Systems, Inc., a publicly-traded workforce optimization services and software provider. He has been a director of ValueVision Media, Inc., a publicly-traded multichannel electronics retailer, since 2011. From 1993 to 2011, he served as a director of SFN Group, Inc., a publicly-traded company that provided temporary and permanent staffing solutions to businesses. From 2008 to 2010, he served as a director of Wolverine Tube, Inc., a publicly-traded company in the tubing, fabricated products and metal joining products industry. Mr. Evans brings to the Board professional experience as a Chief Financial Officer of multiple publicly-traded companies, significant finance and accounting expertise as a director of other public companies and experience as a partner in a public accounting firm. Mr. Evans qualifies as an audit committee financial expert.
Herbert A. Trucksess, III, 2000	64	Mr. Trucksess is Chairman of the Board of Directors of Saia. He was named President and Chief Executive Officer of the Yellow Regional Transportation Group (now Saia, Inc.) in February 2000 and served as Chief Executive Officer until December 2006. Prior to leading Saia, Mr. Trucksess was Chief Financial Officer at Saia s former parent, Yellow Corporation, and previously held executive positions with Preston Corporation, a holding company for regional LTL carriers that included the predecessor of Saia. Mr. Trucksess also served as a director of School Specialty, Inc., a publicly-traded provider of educational products and services, from 2007 to 2013. Mr. Trucksess brings to the Board more than 25 years of experience in the LTL industry, extensive knowledge of the Company s operations as the Company s former Chief Executive Officer, extensive finance and accounting expertise, prior experience as the Chief Financial Officer of Yellow Corporation and experience as a director and audit committee chair of another public company.

Jeffrey C. Ward, 2006	55	Mr. Ward is a Vice President of A.T. Kearney, Inc., a global management consulting firm. Mr. Ward joined A.T. Kearney, Inc. in 1991. Mr. Ward s experience at A.T. Kearney is focused on the North American transportation market. Additionally, he has experience in a privately-held family LTL company. Mr. Ward brings to the Board significant knowledge in the areas of corporate and marketing strategy, post merger integration, restructuring and privatization, network operations, mergers and acquisitions and operations effectiveness.

CLASS II DIRECTORS CONTINUING IN OFFICE

WHOSE TERMS EXPIRE AT THE 2016 ANNUAL MEETING

Director, Year First Elected as Director	Age	Principal Occupation, Business Experience and Directorships
John J. Holland, 2002	64	Mr. Holland has served as the President of the International Copper Association, Ltd., an international trade association, since February 2012. Mr. Holland has also served as the President of Greentree Advisors, LLC, a business advisory firm, since October 2004. From September 2008 to October 2009, Mr. Holland served as President, Chief Operating Officer and Chief Financial Officer of MMFX Technologies Corporation, a privately-held steel manufacturing firm. Previously, Mr. Holland served as Executive Vice President and Chief Financial Officer of Alternative Energy Sources, Inc., a publicly-traded ethanol company, from August 2006 to June 2008. Prior to that, Mr. Holland was the President and Chief Executive Officer and a director of Butler Manufacturing Company (Butler), a publicly-traded manufacturer of prefabricated buildings, from July 1999 to October 2004 and Chairman of the Board of Directors of Butler from November 2001 to October 2004. Mr. Holland has served as a member of the Board of Directors of Cooper Tire and Rubber Company since 2003 and NCI Building Systems, Inc., an integrated manufacturer and marketer of metal products, since 2009. Mr. Holland brings to the Board operational and leadership experience as the Chief Executive Officer and Chief Financial Officer of publicly-traded companies, significant finance and accounting expertise, qualifying as an audit committee financial expert, experience as a director of other public companies and experience in public accounting as a certified public accountant. Mr. Holland also has extensive knowledge of Saia and the LTL industry having served on the Board of Saia since 2002.

Richard D. O Dell, 2006	52	Mr. O Dell has been President and Chief Executive Officer of Saia since December 2006 and has served as President of Saia since July 2006. In 1997, Mr. O Dell joined Saia LTL Freight, the principal operating subsidiary of the Company, as Chief Financial Officer. He continued in that position until his appointment as President and CEO of Saia LTL Freight in 1999. As a long-time executive of the Company, Mr. O Dell brings extensive knowledge and understanding of the Company and the LTL industry to the Board. Additionally, he has experience in public accounting as a certified public accountant.
Douglas W. Rockel, 2002	57	Mr. Rockel has been President, Chief Executive Officer and Chairman of the Board of Directors of Roots, Inc., a private commercial real estate development and investment company, since August 2001. Prior to that, he was a Senior Vice President with ABN Amro Securities (formerly ING Barings) from February 1997 to July 2001. Mr. Rockel s approximately 15 years of experience as a securities analyst with a particular focus on the transportation industry and his experience with a development and investment company give him significant insight in our industry and in how to build and maintain value for stockholders. Further, Mr. Rockel has extensive finance and accounting expertise and qualifies as an audit committee financial expert. Mr. Rockel also has extensive knowledge of Saia and the LTL industry having served on the Board of Saia since 2002.

CORPORATE GOVERNANCE

THE BOARD, BOARD MEETINGS AND COMMITTEES

The system of governance practices followed by the Company is memorialized in the charters of the three standing committees of the Board of Directors (the Audit Committee, the Compensation Committee and the Nominating and Governance Committee) and in the Company s Corporate Governance Guidelines. The charters and Corporate Governance Guidelines are intended to provide the Board with the necessary authority and practices to review and evaluate the Company s business and to make decisions independent of the influence of the Company s management. The Corporate Governance Guidelines establish guidelines for the Board with respect to Board meetings, Board composition, selection and election, director responsibility, director access to management and independent advisors and non-employee director compensation.

The committee charters and the Corporate Governance Guidelines are reviewed annually and updated as necessary to reflect evolving governance practices and changes in regulatory requirements. The Corporate Governance Guidelines and each of the Board s committee charters are available free of charge on the Company s website (www.saiacorp.com) under the investor relations section.

The Company has adopted a Code of Business Conduct and Ethics applicable to all directors, officers and employees, including its principal executive officer, principal financial officer and principal accounting officer. The Code of Business Conduct and Ethics is filed as Exhibit 14.1 to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2013 filed with the Securities and Exchange Commission.

Board Leadership Structure

Saia s Board structure provides for a Chief Executive Officer separate from the Chairman of the Board. The Board believes having a separate Chairman and Chief Executive Officer allows each to more fully focus on their applicable responsibilities. Further, maintaining separate roles allows the Chairman to adequately oversee the Chief Executive Officer s performance and remain more impartial when governing the Board. The Chief Executive Officer is responsible for setting the strategic direction for the Company and the day-to-day leadership and performance of the Company, while the Chairman provides guidance to the Chief Executive Officer and sets the agenda for Board meetings and presides over meetings of the full Board.

Additionally, the Board has created a Lead Independent Director position in order to have a director in a leadership position who is independent under all applicable rules of the NASDAQ Global Select Market and the Securities and Exchange Commission. The Lead Independent Director is elected annually by the independent directors. For 2013, the Lead Independent Director was Björn E. Olsson. The primary responsibilities of the Lead Independent Director are to:

- set jointly with the Chairman of the Board the schedule for Board meetings and provide input to the Chairman concerning the agenda for Board meetings;

- advise the Chairman as to the quality, quantity and timeliness of the flow of information to the non-employee directors;

- chair all meetings of the Board at which the Chairman is not present;

- coordinate, develop the agenda for, chair and moderate meetings of independent directors, and generally act as principal liaison between the independent directors and the Chairman;

- provide input to the Board concerning the Chief Executive Officer s performance; and

- provide input to the Nominating and Governance Committee regarding the appointment of chairs and members of the various committees.

In addition, the Lead Independent Director has the authority to call meetings of independent directors. If requested by major stockholders, the Lead Independent Director will make himself reasonably available for direct communication.

Meetings

The Board of Directors held seven meetings in 2013. Each director attended at least 75% of the meetings convened by the Board and the applicable committees during such director s service on the Board during 2013.

Executive sessions of non-employee directors and separate executive sessions of independent directors are held as part of each regularly scheduled meeting of the Board. The sessions of the independent directors are chaired by the Lead Independent Director.

Board Committees

The Board of Directors has an Audit Committee, a Compensation Committee and a Nominating and Governance Committee, each of which is comprised entirely of independent directors. Current Committee memberships are as follows:

Audit Committee	**Compensation Committee**	**Nominating and Governance Committee**
John J. Holland, Chair	Linda J. French, Chair	William F. Martin, Jr., Chair
William F. Evans	Björn E. Olsson	Björn E. Olsson
William F. Martin, Jr.	Jeffrey C. Ward	Douglas W. Rockel
Douglas W. Rockel		

Audit Committee

The Audit Committee has been established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended (the Securities Exchange Act of 1934). The Audit Committee held five meetings in 2013. The functions of the Audit Committee are described in the Audit Committee charter and include, among others, the following:

- review the adequacy and quality of Saia s accounting and internal control systems;
- review Saia s financial reporting process on behalf of the Board of Directors;
- oversee the entire audit function, both internal and independent, including the selection of the independent registered public accounting firm;
- examine the Company s major financial reporting exposures concerning risk assessment and management and the steps management has taken to monitor and control such exposures; and
- provide an effective communication link between the auditors (internal and independent) and the Board of Directors.

Each member of the Audit Committee meets the independence and experience requirements for audit committee members as established by The NASDAQ Global Select Market. The Board of Directors has determined that Mr. Evans, Mr. Holland and Mr. Rockel are audit committee financial experts, as defined by applicable rules of the Securities and Exchange Commission.

Compensation Committee

The Compensation Committee held seven meetings in 2013. The functions of the Compensation Committee are described in the Compensation Committee charter and include, among others, the following:

recommend to the Board the salaries, bonuses and other remuneration and terms and conditions of employment of the Named Executive Officers of Saia;

supervise the administration of Saia s incentive compensation and equity-based compensation plans; and

make recommendations to the Board of Directors with respect to Saia s executive officer compensation policies and the compensation of non-employee directors.

Each member of the Compensation Committee qualifies as (i) an independent director under applicable NASDAQ rules and Rule 10C-1 of the Securities Exchange Act of 1934; (ii) an outside director for purposes of Section 162(m) of the Internal Revenue Code of 1986 (the Internal Revenue Code), as amended; and (iii) a non-employee director for purposes of Rule 16b-3 of the Securities Exchange Act of 1934.

Nominating and Governance Committee

The Nominating and Governance Committee held four meetings in 2013. The functions of the Nominating and Governance Committee are described in the Nominating and Governance Committee charter and include, among others, the following:

- review the size and composition of the Board and make recommendations to the Board as appropriate;
- review criteria for election to the Board and recommend candidates for Board membership;
- review the structure and composition of Board committees and make recommendations to the Board as appropriate;
- develop and oversee an annual self-evaluation process for the Board and its committees;
- review the Company s major enterprise risk assessment and management processes for matters other than financial reporting risk matters;
- provide oversight of corporate ethics issues and at least annually assess the adequacy of the Company s Code of Business Conduct and Ethics; and
- provide oversight on management succession issues.

Each member of the Nominating and Governance Committee meets the definition of an independent director under applicable NASDAQ rules.

Risk Oversight

The Board of Directors oversees an enterprise-wide approach to risk management, designed to support the achievement of Company objectives, improve long-term Company performance and create stockholder value. A fundamental part of risk management is understanding the risks the Company faces and what steps management is taking to manage those risks, but also understanding what level of risk is appropriate for the Company. The involvement of the full Board of Directors in setting the Company s business strategy and objectives is integral to the Board s assessment of the Company s risk and also a determination of what constitutes an appropriate level of risk for the Company. The full Board of Directors conducts an annual risk assessment of the Company s financial risk, legal/compliance risk and operational/strategic risk, and addresses individual risk issues throughout the year as necessary.

While the Board of Directors has the ultimate oversight responsibility for the risk management process, the Board delegates responsibility for certain aspects of risk management to its committees. In particular, the Audit Committee focuses on key business and financial risks and related controls and processes. Per its charter, the Audit Committee discusses with management the Company s major financial reporting exposures concerning risk assessment and management and the steps management has taken to monitor and control such exposures. The Company s Compensation Committee strives to create incentives that encourage a level of risk-taking behavior consistent with the Company s business strategy and objectives and helps ensure that the Company s compensation policies and practices are not reasonably likely to have a material adverse effect on the Company. Finally, the Company s Nominating and Governance Committee is responsible for overseeing the Company s major non-financial reporting enterprise risk assessment and management processes. The Chair of the Nominating and Governance Committee discusses with both the Audit Committee and the Compensation Committee the processes used in the oversight of the non-financial reporting enterprise risk assessment and management processes.

The Board believes its leadership structure enhances overall risk oversight. While the Board requires risk assessments from management, the combination of Board member experience, continuing education and independence of governance processes provide an effective basis for testing, overseeing and supplementing management assessments.

ELECTION OF DIRECTORS

Election to the Company s Board of Directors, in a contested election, is by a plurality of the votes cast at any meeting of stockholders. An election will be considered contested if (i) the Secretary of the Company receives a notice that a stockholder has nominated a person for election to the Board of Directors in compliance with the advance notice requirements for stockholder nominees for director set forth in the Company s Bylaws and (ii) such nomination has not been withdrawn by such stockholder on or before the 10th day before the Company first mails its notice of meeting for such meeting to the stockholders. If directors are to be elected by a plurality of the votes cast, stockholders are not permitted to vote against a nominee.

In an uncontested election, directors are elected by a majority of the votes cast FOR and AGAINST at any meeting of stockholders. If an incumbent director fails to receive a majority of the vote for re-election in an uncontested election, the Nominating and Governance Committee will act on an expedited basis to determine whether to accept the director s previously tendered irrevocable resignation and will submit such recommendation for prompt consideration by the Board. In considering whether to accept or reject the tendered resignation, the Nominating and Governance Committee and the Board will consider any factors they deem relevant in deciding whether to accept a director s resignation. Any director who tenders his or her resignation pursuant to this provision of the Corporate Governance Guidelines will not participate in the Nominating and Governance Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. The election of directors at the 2014 annual meeting of the Company s stockholders is an uncontested election.

The Board will nominate for election or re-election as director only candidates who agree to tender irrevocable resignations that will be effective upon (i) the failure to receive the required vote at the next annual meeting at which they will face re-election and (ii) Board acceptance of such resignation. The Board will fill director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other directors in accordance with the Corporate Governance Guidelines.

CONSIDERATION OF DIRECTOR NOMINEES

Director Qualifications

The Corporate Governance Guidelines include director qualification standards which provide as follows:

- A majority of the members of the Board of Directors must qualify as independent directors in accordance with the rules of The NASDAQ Global Select Market;
- No member of the Board of Directors should serve on the Board of Directors of more than three other public companies;
- No person may stand for election as a director of the Company after reaching age 72; and
- No director shall serve as a director, officer or employee of a competitor of the Company.

While the selection of qualified directors is a complex, subjective process that requires consideration of many intangible factors, the Corporate Governance Guidelines provide that directors and candidates for director generally should, at a minimum, meet the following criteria:

- Directors and candidates should have high personal and professional ethics, integrity, values and character and be committed to representing the best interests of the Company and its stockholders;
- Directors and candidates should have experience and a successful track record at senior policy-making levels in business, government, technology, accounting, law and/or administration;

Directors and candidates should have sufficient time to devote to the affairs of the Company and to enhance their knowledge of the Company s business, operations and industry; and

- Directors and candidates should have expertise or a breadth of knowledge about issues affecting the Company that is useful to the Company and complementary to the background and experience of other Board members.

In considering whether to recommend any candidate as a director nominee, including candidates recommended by stockholders in accordance with the procedures discussed below, the Nominating and Governance Committee will apply the criteria set forth in the Corporate Governance Guidelines. The Nominating and Governance Committee seeks nominees with a broad range of experience, professions, skills, geographic representation and backgrounds. The Nominating and Governance Committee does not assign specific weights to the criteria and no particular criterion is necessarily applicable to all prospective nominees. The Nominating and Governance Committee believes that the backgrounds and qualifications of the directors, considered as a group, should provide a significant composite mix of experience, knowledge and abilities that will allow the Board to fulfill its responsibilities. The Nominating and Governance Committee assesses the effectiveness of the Corporate Governance Guidelines, including with respect to director nominations and qualifications and achievement of having directors with a broad range of experience and backgrounds, through completion of the committee s annual self-evaluation process.

Procedures for Recommendations and Nominations by Stockholders

Stockholder Recommendations

The Nominating and Governance Committee has adopted policies concerning the process for the consideration of director candidates recommended by stockholders. The Nominating and Governance Committee will consider director recommendations from stockholders. Any stockholder wishing to recommend a candidate for consideration should send the following information to the Secretary of the Company, Saia, Inc., 11465 Johns Creek Parkway, Suite 400, Johns Creek, Georgia 30097:

- The name and address of the recommending stockholder as it appears on the Company s books;

- The number and class of shares owned beneficially and of record by such stockholder, the length of period held and proof of ownership of such shares;

- If the recommending stockholder is not a stockholder of record, a statement from the record holder of the shares (usually a broker or bank) verifying the holdings of the stockholder and a statement from the recommending stockholder of the length of time that the shares have been held. (Alternatively, the stockholder may furnish a current Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5 filed with the Securities and Exchange Commission reflecting the holdings of the stockholder, together with a statement of the length of time that the shares have been held); and

- A statement from the stockholder as to whether the recommending stockholder has a good faith intention to continue to hold the reported shares through the date of the Company s next annual meeting of stockholders.

The recommendation must be accompanied by the information concerning the candidate required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to the Securities Exchange Act of 1934 and rules adopted thereunder, generally providing for the disclosure of:

- The name and address of the candidate, any arrangements or understanding regarding nomination, the candidate s business experience and public company directorships during the past five years and information regarding certain types of legal proceedings within the past ten years involving the candidate and a statement of the particular experience, qualifications, attributes or skills that made the candidate appropriate for service on the Board;

- The candidate s ownership of securities in the Company; and

- Transactions between the Company and the candidate valued in excess of $120,000 and certain other types of business relationships with the Company.

The recommendation must describe all relationships between the candidate and the recommending stockholder and any agreements or understandings between the recommending stockholder and the candidate regarding the recommendation. The nominating recommendation shall describe all relationships between the candidate and any of the Company s competitors, customers, suppliers or other persons with special interests regarding the Company.

The recommending stockholder must furnish a statement supporting its view that the candidate possesses the minimum qualifications prescribed by the Nominating and Governance Committee for director nominees, and briefly describing the contributions that the nominee would be expected to make to the Board and to the governance of the Company. The recommending stockholder must state whether, in the view of the stockholder, the candidate, if elected, would represent all stockholders and not serve for the purpose of advancing or favoring any particular stockholder or other constituency of the Company.

The nominating recommendation must be accompanied by the consent of the candidate to be interviewed by the Committee, if the Committee chooses to do so in its discretion (and the recommending stockholder must furnish the candidate s contact information for this purpose), and, if nominated and elected, to serve as a director of the Company.

If a recommendation is submitted by a group of two or more stockholders, the information regarding recommending stockholders must be submitted with respect to each stockholder in the group.

The Secretary of Saia will promptly forward such materials to the Nominating and Governance Committee Chair and the Chairman of the Board of Saia. The Secretary will also maintain copies of such materials for future reference by the Committee when filling Board positions.

If a vacancy arises or the Board decides to expand its membership, the Nominating and Governance Committee will seek recommendations of potential candidates from a variety of sources (including incumbent directors, stockholders and the Company s management). At that time, the Nominating and Governance Committee also will consider potential candidates submitted by stockholders in accordance with the procedures described above. The Nominating and Governance Committee then evaluates each potential candidate s educational background, employment history, outside commitments and other relevant factors to determine whether he or she is potentially qualified to serve on the Board. The Nominating and Governance Committee seeks to identify and recruit the best available candidates and it intends to evaluate qualified stockholder candidates on the same basis as those submitted by other sources.

After completing this process, the Nominating and Governance Committee will determine whether one or more candidates are sufficiently qualified to warrant further investigation. If the process yields one or more desirable candidates, the Nominating and Governance Committee will rank them by order of preference, depending on their respective qualifications and Saia s needs. The Nominating and Governance Committee Chair, or another director designated by the Nominating and Governance Committee Chair, will then contact the desired candidate(s) to evaluate their potential interest and to set up interviews with the full Nominating and Governance Committee. All such interviews are held in person and include only the candidate and the Nominating and Governance Committee members. Based upon interview results, the candidate s qualifications and appropriate background checks, the Nominating and Governance Committee then decides whether it will recommend the candidate s nomination to the full Board.

Stockholder Nominations

Separate procedures apply if a stockholder wishes to submit a director candidate at an annual meeting. To nominate a director candidate for election at an annual meeting, a stockholder must deliver timely notice of such nomination to the principal executive offices of the Company in accordance with, and containing the information required by, the Company s Bylaws. To be timely, the notice must be received at the Company s principal executive offices no later than the close of business on the 90th calendar day nor earlier than the 120th calendar day prior to the first anniversary date of the immediately preceding year s annual meeting. The Company s Bylaws have been filed with the Securities and Exchange Commission and copies are available from the Company. No stockholder nominations have been made in connection with the 2014 annual meeting of stockholders.

STOCKHOLDER COMMUNICATIONS WITH THE BOARD OF DIRECTORS

The Board of Directors has adopted procedures for stockholders to send communications to the Board or individual directors of the Company as follows:

Stockholders seeking to communicate with the Board of Directors should submit their written comments to the Secretary of the Company, Saia, Inc., 11465 Johns Creek Parkway, Suite 400, Johns Creek, Georgia 30097. The Secretary of the Company will forward all such communications (excluding routine advertisements and business solicitations and communications which the Secretary of the Company, in his or her sole discretion, deems to be a security risk or for harassment purposes) to each member of the Board of Directors, or if applicable, to the individual director(s) named in the correspondence. Subject to the following, the Chairman of the Board and the Lead Independent Director will receive copies of all stockholder communications, including those addressed to individual directors, unless such communications address allegations of misconduct or mismanagement on the part of the Chairman or Lead Independent Director. In such event, the Secretary of the Company will first consult with and receive the approval of the Lead Independent Director or Chairman, as applicable, before disclosing or otherwise discussing the communication with the director subject to the allegation.

The Company reserves the right to screen materials sent to its directors for potential security risks and/or harassment purposes and the Company also reserves the right to verify ownership status before forwarding stockholder communications to the Board of Directors.

The Secretary of the Company will determine the appropriate timing for forwarding stockholder communications to the directors. The Secretary will consider each communication to determine whether it should be forwarded promptly or compiled and sent with other communications and other Board materials in advance of the next scheduled Board meeting.

Stockholders also have an opportunity to communicate with the Board of Directors at the Company s annual meeting of stockholders. The Company s Corporate Governance Guidelines provide that absent unusual circumstances, directors are expected to attend all annual meetings of stockholders. Each of the directors then-serving on the Board attended the Company s 2013 annual meeting of stockholders.

STOCK OWNERSHIP

Directors and Executive Officers

The following table sets forth the amount of Saia s common stock beneficially owned by each director and each executive officer named in the Summary Compensation Table on page 36 and all directors and executive officers as a group, as of January 15, 2014. Unless otherwise indicated, beneficial ownership is direct and the person indicated has sole voting and investment power.

	Common Stock Beneficially Owned				Share Units Held Under Deferral Plans(4)
Name of Beneficial Owner	Shares Beneficially Owned(1)	Rights to Acquire Beneficial Ownership(2)	Total	Percent of Class(3)	
Linda J. French	5,893		5,893	*	31,144.5
John J. Holland	8,527	7,500	16,027	*	44,224.5
William F. Martin, Jr.	1,050		1,050	*	31,219.5
Richard D. O Dell	87,397	97,125	184,522	*	64,605.81
William F. Evans	669		669	*	2,199
Björn E. Olsson	3,000		3,000	*	37,905
Douglas W. Rockel	3,112		3,112	*	43,170
Herbert A. Trucksess, III	215,428		215,428	*	2,199
Jeffrey C. Ward	6,000		6,000	*	36,213
James A. Darby	38,398	33,525	71,923	*	40,970.6
Sally R. Buchholz	14,975		14,975	*	11,163.18
Brian A. Balius	23,313		23,313	*	14,936.06
Stephanie R. Maschmeier	8,089		8,089	*	8,244.08
Mark H. Robinson	13,636	20,550	34,186	*	20,229.08
All directors and executive officers as a group (14 persons)	429,487	158,700	588,187		388,423.3

* Denotes less than 1%

(1) Includes common stock owned directly and indirectly and restricted stock.

(2) Number of shares that can be acquired on January 15, 2014 or within 60 days thereafter through the exercise of stock options. These shares are excluded from the Shares Beneficially Owned column.

(3) Based on the number of shares outstanding on January 15, 2014 (24,478,544) and includes the number of shares subject to acquisition by the relevant beneficial owner within 60 days thereafter. Including the number of shares subject to acquisition by the relevant beneficial owner pursuant to the Company s Directors Deferred Fee Plan or Executive Capital Accumulation Plan upon such beneficial owner s termination of services as a director or employee, the Percent of Class for all directors and executive officers as a group equals 3.99%.

(4) Represents phantom stock units, receipt of which has been deferred pursuant to the Company s Directors Deferred Fee Plan or Executive Capital Accumulation Plan. The value of the phantom stock units deferred pursuant to the Company s Directors Deferred Fee Plan or Executive Capital Accumulation Plan track the performance of the Company s common stock and the phantom stock units are payable in stock upon the relevant beneficial owner s termination of service as director or employee.

SAIA, INC.

COMPENSATION DISCUSSION AND ANALYSIS

Executive Summary

The following provides an overview of Saia, Inc. s (Saia or the Company) compensation philosophy and programs, including its focus on pay for performance, best pay practices and alignment of executive interests with those of Saia s stockholders. Details about the compensation awarded to Saia s Named Executive Officers can be found in the Summary Compensation Table and related compensation tables. Further details regarding the items discussed below are provided in their respective sections.

Saia focuses pay on performance to incent executives to achieve corporate objectives.

The Company designs executive compensation programs to link pay with performance and to attract, motivate, reward and facilitate the retention of executive talent required to achieve corporate objectives. All elements of the compensation programs are generally targeted to provide compensation opportunity at the 50th percentile of the peer group. The following elements comprise the total compensation awarded to Saia s Named Executive Officers: base salary, cash-based annual incentive awards, equity-based long-term incentive awards, customary benefits and perquisites and severance benefits.

Saia aligns executives interests with those of the stockholders.

Other than base salary, which is historically targeted at the 50th percentile of the peer group, all significant elements of executive compensation are based on stock price performance, earnings per share or the Company s operating ratio, which the Compensation Committee (the Committee) believes has a direct impact on the Company s stock price. For 2013, the Company s annual incentive plan was based on achieving earnings per share and operating ratio targets. The long-term incentive plan utilizes a combination of grants of shares of common stock based on the Company s total stockholder return compared to that of the companies in the peer group over a three year period and stock options with an exercise price set at fair market value on the grant date. Payouts of stock grants are made only if the Company had positive total stockholder return over the three year period. The stock option plans strictly prohibit re-pricing of stock options.

Saia s financial performance improved significantly in 2012 and 2013. All prior period share and per share data in this report have been adjusted to reflect the Company s June 2013 three for two stock split.

Saia s earnings per share increased from $0.47 in 2011 to $1.29 in 2012 and to $1.73 in 2013. In addition to earnings improvement, the Company s operating ratio (operating expenses divided by operating revenue) also improved from 97.3% in 2011 to 94.7% in 2012 and to 93.5% in 2013. These improvements in financial performance allowed the Company to increase executive compensation to address areas where compensation was significantly below the targeted 50th percentile.

Saia adjusts compensation based on Company performance and results.

As a result of reductions in executive compensation in 2009-2011 due to the challenging economic environment and its affect on financial performance, Saia s executive compensation fell significantly below the targeted goal of 50th percentile of the peer group.

As Company performance improved in 2011 and 2012, the executives and other Company employees received increases in base salary. Effective July 1, 2013, the Company implemented an approximately 3% salary and wage increase for all of its employees. These actions returned base salaries and wages to their pre reduction levels. Additionally, one half of the 401(k) match suspension was reinstated effective April 1, 2011 with the remaining one-half reinstated on December 1, 2013. The annual incentive plan was restored for 2012 based on wages earned beginning July 1, 2012; and officer compensation was adjusted to target market levels in July 2012. Following these increases, the Company believes compensation levels for the Named Executive Officers generally approximates the 50^{th} percentile of the peer group.

Saia s compensation programs do not encourage excessive risk-taking.

Saia s mix of short- and long-term compensation reduces the likelihood that executives would be encouraged to take excessive risks. The balance between short-term and long-term rewards incentivizes management to strive for consistency in Company performance over multiple years. The risk assessment is described in detail in the Risk Assessment in Compensation Programs section.

Saia supports stock ownership by its executives.

The Company has adopted stock ownership guidelines that specify that executives hold stock with a value of between two and five times their base salary, depending on their position.

Saia s post-employment compensation is necessary and reasonable.

The Compensation Committee believes that change in control arrangements are an important part of compensation for the Named Executive Officers to help secure continued employment during periods involving a possible change in control. The Committee also believes that these compensation arrangements are an important recruitment and retention device since many companies with which Saia competes for executive talent have similar arrangements. The Company s change in control agreements provide for a double trigger, meaning severance and other benefits are paid only if there is a change in control of the Company and within two years thereafter the executive s employment is terminated involuntarily (other than for cause) or voluntarily with good reason.

Saia has implemented a Compensation Recovery (clawback) Policy.

The Company has a policy to clawback performance-based compensation if a payment was predicated on the achievement of financial results that are subsequently the subject of a material restatement and a lower payment would have been made based on the restated financial results.

Saia s Compensation Committee members are independent.

None of the members of the Committee have relationships with the Company or its management other than as directors of the Company. All the Committee members are experienced in making executive compensation decisions and making fact-based judgments. The Committee also obtains advice in setting executive compensation from Mercer US, Inc., an independent expert in executive compensation plans and programs.

Executive Compensation Philosophy and Oversight

Saia s executive compensation philosophy is determined by the Committee. The Committee believes the executive compensation program should link pay with performance and should attract, motivate, reward and facilitate the retention of the executive talent required to achieve corporate objectives and to create value for the Company s stockholders. To this end, Saia integrates several key compensation components that are designed to align rewards with the short- and long-term performance of the Company and of each executive. These components are:

Component	**Objective**
Base Salary Cash	Provide a fixed form of executive compensation for performing daily responsibilities.
Annual Incentives Cash	Motivate and reward executives for achieving specific annual corporate earnings per share and operating ratio objectives.
Long-Term Incentives Stock and Stock Options	Motivate and reward executives for achieving over a three- to seven-year period stockholder value creation and superior performance in the industry and for executive retention.
Other Benefits and Perquisites Various Forms	Provide employee benefits consistent with those provided by the peer group and for executive retention.
Post-Employment Compensation Cash and Benefits	Promote recruitment and retention and, as to the CEO, support non-competition, non-disclosure and non-solicitation agreements.

The executive compensation program is administered by the Committee, which is made up entirely of independent directors. The Committee recommends to the Board base salaries and annual incentives for the Named Executive Officers and determines specific grants of long-term incentives under the Company s Omnibus Incentive Plan. A complete description of the Committee s responsibilities is provided in the Committee s Charter which is approved by the Board of Directors and can be found on the Company s website (www.saiacorp.com) under the Investor Relations section.

The Committee annually reviews the Company s compensation philosophy, the overall design of the compensation program and the design elements of each component of compensation. In making annual decisions about compensation for the Named Executive Officers as described in the table above, the Committee takes the following factors into consideration, although none of these factors is determinative individually:

- The competitive environment for recruiting and retaining senior executives, including compensation trends, best practices, and executive compensation paid by our industry peers;
- The individual s performance, experience and future advancement potential;
- The Company s financial and operating performance in the last 12 to 24 months, as well as the strategic plan for future periods;
- The current economic conditions and the competitive market environment in which the Company operates;
- The Company s stock ownership and retention policies;
- Each Named Executive Officer s historical total compensation, including the value of all outstanding equity awards granted to the Named Executive Officer, and future compensation opportunities; and
- Internal pay equity, as discussed below.

The Named Executive Officers who appear in the compensation tables of this 2014 Proxy Statement are:

- Richard D. O Dell, President & Chief Executive Officer
- James A. Darby, Vice President of Finance & Chief Financial Officer
- Mark H. Robinson, Vice President of Information Technology & Chief Information Officer
- Sally R. Buchholz, Vice President of Marketing & Customer Service
- Brian A. Balius, Vice President of Transportation & Engineering

Pay equity

To create stockholder value and motivate our employees, the Company is committed to internal and external pay equity. With respect to internal equity, the Compensation Committee monitors, on an annual basis, the relationship between the compensation of the Chief Executive Officer to that of other Named Executive Officers and salaried employees generally.

The Company does not have a policy regarding the target ratio of total compensation of the Chief Executive Officer to that of the other executive officers or salaried personnel, but the Committee does review compensation levels to ensure that appropriate equity exists. During the past three years, the Chief Executive Officer s total direct compensation (salary and short- and long-term incentive awards) has been approximately 2.5 times the direct compensation of the next highest paid executive officer, which the Committee believes is an appropriate multiple.

The Committee uses peer group data to test external pay equity. The Committee annually reviews compensation data for similar positions at comparable, like-sized companies in the transportation industry. The peer group companies are selected with input from the Committee s executive compensation consultant and are comprised of U.S. publicly-traded transportation companies with annual revenues of approximately one-half to two times Saia s revenues. The Committee focuses on revenue because of the correlation between pay levels and company size as measured by revenue.

Peer group analysis, coupled with the internal pay equity analysis, helps to promote overall, fundamental fairness in the executive compensation program. The desire to achieve fundamental fairness drives the design, levels and components of the reward system. The Committee then tailors the program each year to reflect Company needs and individual contributions and performance, present and future.

Stockholder advisory vote

In accordance with the recommendations of our stockholders in 2011, we determined to hold a stockholder advisory say-on-pay vote on an annual basis in the future. In 2013, holders of 98.3% of our stock voting on the question approved the compensation program described in the 2013 proxy statement. The Committee monitors the results of the annual advisory say-on-pay proposal. Based on these favorable results, the Committee reaffirmed the Company s executive compensation philosophy and programs. We have not received any inquiries from our investors concerning our executive compensation program.

Compensation consultant

The Committee has retained Mercer US, Inc. (Mercer) as its executive compensation consultant to provide information, analysis and advice regarding executive and director compensation. While it is necessary for the Committee s independent consultant to interact with management to gather information, the Committee has adopted protocols governing if and when the consultant s advice and recommendations can be shared with management. The Committee regularly meets with the Mercer consultant outside the presence of management to discuss executive compensation philosophy and specific levels of compensation and to ensure that Mercer receives from management the information required to perform its duties on a timely basis. The Committee formally evaluates the performance of Mercer on an annual basis and may terminate the services of Mercer at any time.

For 2013 the Company paid Mercer $155,000 for executive and director compensation services rendered to the Compensation Committee. Mercer is a wholly-owned subsidiary of Marsh & McLennan Companies, Inc. (MMC). For the past few years, including during 2013, based on a determination made by management, the Company has used Marsh USA, Inc., an affiliate of MMC, to provide insurance brokerage services. The Company paid Marsh USA, Inc. $291,000 in fees in 2013 for such insurance brokerage services (this amount does not include insurance premiums that are paid through Marsh USA, Inc. to insurance carriers on behalf of Saia).

In connection with the Committee s consideration of the independence of Mercer, the Committee confirmed with Mercer that:

- The Mercer consultant receives no incentive or other compensation based on the fees charged to the Company for other services provided by Mercer or any of its affiliates;
- The consultant is not responsible for selling other Mercer or affiliate services to the Company;
- Mercer s professional standards prohibit the individual consultant from considering any other relationships Mercer or any of its affiliates may have with the Company in rendering their advice and recommendations;
- The Mercer consultant has no business or personal relationships with any members of Saia management or the Board other than providing executive compensation consulting; and
- The individual consultant and his immediate family members own no shares of Saia s common stock.

In its evaluation of the relationship with Mercer, the Committee also reviewed the protocols used by the Committee in its dealings with Mercer which include:

- The Committee has sole authority to retain and terminate Mercer at any time;
- The Mercer consultant has direct access to the Compensation Committee without management intervention;
- The Committee has in place a process to formally evaluate the quality and objectivity of the services provided by Mercer each year and determine whether to continue to retain Mercer;
- The Committee has in place rules for the engagement which limit how the individual Mercer consultant may interact with management; and
- The Committee regularly meets with the Mercer consultant outside the presence of management to discuss executive compensation philosophy and specific levels of compensation and ensure that Mercer receives from management the information required to perform its duties in a timely manner.

Following this assessment of the relationship of Mercer and its affiliates with the Company, the Compensation Committee concluded that Mercer s work for the Committee does not raise any conflict of interest.

Risk Assessment in Compensation Programs

The Committee regularly assesses the Company s compensation programs, policies and practices and believes that they do not create risks that are reasonably likely to have a material adverse effect on the Company. The Committee assessed the Company s executive and broad-based compensation and benefits programs to determine if they create undesired or unintended risk of a material nature. Although the Committee reviews all executive compensation programs, it focuses on those programs with variability of payout, and reviews the ability of a participant to directly affect payout, the controls on participant action and actual payouts. Saia s culture supports the use of base salary, performance-based compensation, and retirement plans that are generally uniform in design and operation for all levels of salaried employees.

The Committee does not believe Saia s compensation programs encourage employees to take unnecessary or excessive risks. The following features of the compensation programs help to mitigate risk taking:

A mix of short- and long-term compensation, particularly incentive compensation, to encourage employees to focus on goals consistent with the long-term interests of Saia stockholders.

Short-term incentives in the form of an annual cash bonus based on earnings per share and operating ratio performance, with caps to eliminate windfall payouts.

Long-term incentives delivered half in performance stock units based on Company stock price performance over a three-year period and half in stock options, rewarding longer-term financial performance consistent with the interests of Saia stockholders.

Performance stock units that are settled in common stock of the Company with a cap on the number of shares that can be awarded.

Stock ownership guidelines that encourage executives to retain significant amounts of Saia common stock, thereby aligning the long-term interests of management with those of the stockholders.

A compensation recovery policy to provide for reimbursement of performance-based compensation if a payment was predicated on the achievement of financial results that are subsequently the subject of a material restatement and a lower payment would have been made based on the restated financial results.

A policy that prohibits executives from engaging in short sales of Saia common stock or in transactions involving puts, calls, or other derivative securities of the Company or in hedging transactions with respect to the Company s stock. The policy also restricts executives and directors from pledging stock of the Company.

Based on the foregoing, the Committee believes that Saia s compensation policies and practices do not create inappropriate or unintended significant risk to the Company as a whole. The Committee also believes that Saia s incentive compensation arrangements do not encourage risk-taking beyond the organization s ability to effectively identify and manage significant risks; are addressed by effective internal controls and the risk management practices of Saia; and are supported by the oversight and administration of the Compensation Committee with regard to executive compensation programs.

Peer Group

To assist the Compensation Committee in determining the appropriate design, levels and components of compensation for the Company s executive officers, the Committee annually reviews compensation data for similar positions at comparable, like-sized companies in the transportation industry. The peer group companies are selected with input from Mercer and are comprised of U.S. publicly-traded transportation companies with annual revenues of approximately one-half to two times Saia s revenues. The Committee focuses on revenue because of the correlation between pay levels and company size as measured by revenue. The peer group was used to review base salary, annual incentives and long-term incentives. The Company has selected the market 50th percentile (using the peer group) as the targeted positioning for compensation of the Company s executives.

The specific peers included in the review for 2013 and 2014 were:

Company	Industry	2012 Revenues (In millions)
Air Transport Services Group, Inc.	Air Freight & Logistics	$ 607
Arkansas Best Corporation	Trucking	$2,066
Celadon Group, Inc.	Trucking	$ 599
Covenant Transportation Group, Inc.	Trucking	$ 674
Echo Global Logistics, Inc.	Air Freight & Logistics	$ 758(1)
Forward Air Corp	Air Freight & Logistics	$ 584(1)
Genesee & Wyoming Inc.	Marine	$ 875
Heartland Express Inc.	Air Freight & Logistics	$ 546
Hub Group Inc.	Railroad	$3,124
Kansas City Southern	Marine	$2,239
Knight Transportation, Inc.	Trucking	$ 936
Landstar System Inc.	Trucking	$2,793
Marten Transport, Ltd.	Trucking	$ 638
Old Dominion Freight Line, Inc.	Trucking	$2,110
Pacer International Inc.	Air Freight & Logistics	$1,415
Quality Distribution Inc.	Trucking	$ 842
Roadrunner Transportation Services Holdings	Trucking	$1,073
Universal Truckload Services, Inc.	Trucking	$1,037
USA Truck, Inc.	Trucking	$ 512
Vitran Corporation	Trucking	$ 703
Werner Enterprises, Inc.	Trucking	$2,036
Saia, Inc.	**Trucking**	**$1,099**

(1) Only included in the peer group in 2014

Some of the peer group companies have substantial stock ownership by executives. If the ownership amounts were disclosed by the peer group company to have a material impact on executive compensation levels, the specific compensation element is excluded from the competitive data and associated analysis.

2012, 2013 and 2014 Executive Compensation Decisions

Total Compensation

Based on the Committee s annual executive compensation reviews in 2012 and 2013, the Committee has concluded that the amounts payable to each Named Executive Officer under each individual compensation component, as well as the Named Executive Officer s total compensation in the aggregate, were reasonable given then-current Company financial performance even though they were below the recommendations of Mercer for 2012 and 2013. The Committee further concluded that the Company s executive compensation program met the objectives of attracting, retaining, motivating, and rewarding talented executives who can contribute to Saia s long-term success and thereby build value for Saia stockholders. Decisions with respect to each component of executive compensation are described below.

The following graph sets forth the components of compensation and pay mix for the Named Executive Officers based on target payout levels for 2013:

Base Salary

The Committee seeks to target base salaries of the Company s executives at the market 50th percentile (using the peer group listed above). For each Named Executive Officer, the Committee considered the factors identified under Executive Compensation Philosophy and Oversight, giving special attention to individual and Company performance, experience, future advancement potential, impact on Saia s results, pay mix, internal and external pay equity, and the importance of executive retention. As a result of reductions in executive compensation in 2009-2011 due to the challenging economic environment and its affect on financial performance, Saia s executive compensation fell significantly below the 50th percentile of the peer group. It had been the intention of the Committee to increase executive compensation at such time as Company financial performance improved. Company-wide base compensation increases of 2.5% in December 2011 and 3% in July 2012 were made, which returned salaries and wages to their pre-reduction levels. Officer compensation was also reviewed and adjusted to market levels in July 2012 based on improvement in Company financial performance. Effective July 1, 2013, the Company implemented an approximately 3% salary and wage increase for all of its employees.

Named Executive Officer	Title	Salary 2012	Salary 2013	Percentage change
Richard D. O Dell	President and Chief Executive Officer	$ 485,636	$ 561,312	16%
James A. Darby	Vice President of Finance & Chief Financial Officer	$ 248,844	$ 304,500	22%
Sally R. Buchholz	Vice President of Marketing & Customer Service	$ 204,844	$ 233,472	14%
Mark H. Robinson	Vice President of Information Technology & Chief Information Officer	$ 220,820	$ 253,764	15%
Brian A. Balius	Vice President of Transportation & Engineering	$ 211,700	$ 253,764	20%

Annual Incentives

The annual incentive plan provides all officers and other salaried employees the opportunity to receive cash payments based on Company performance for the year. The plan sets a threshold, target and maximum payout level for each executive and an associated performance goal to achieve the payout levels. Threshold is set at 25% of target and maximum is set at 200% of target.

For 2013 and 2014, the potential payout levels for the Named Executive Officers are as follows:

Potential Payouts of Annual Incentives for 2013 and 2014

		Payout as a % of Base Salary		
Named Executive Officer	**Title**	**Threshold**	**Target**	**Maximum**
Richard D. O Dell	President and Chief Executive Officer	20%	80%	160%
James A. Darby	Vice President of Finance & Chief Financial Officer	15%	60%	120%
Sally R. Buchholz	Vice President of Marketing & Customer Service	10%	40%	80%
Mark H. Robinson	Vice President of Information Technology & Chief Information Officer	10%	40%	80%
Brian A. Balius	Vice President of Transportation & Engineering	10%	40%	80%

For 2013 and 2014, the annual incentive plan for the Named Executive Officers was structured to provide cash incentives based 50% on the achievement of an annual corporate earnings per share target and 50% on achievement of an annual operating ratio target. These measures were selected to align the incentive with stockholder interests and competitive practice.

Performance Targets and Actual Performance for 2013

	Threshold	**Target**	**Maximum**	**Actual**
Earnings per share (50% weighting)(1)	$ 1.15	$ 1.67	$ 2.26	$ 1.69
Operating ratio (50% weighting)(2)	95.3%	93.6%	91.4%	93.5%

(1) Earnings per share target excluded the impact of retroactive tax credits.

(2) Operating ratio is the calculation of operating expenses divided by operating revenue.

Operating ratio reflects the Company s focus on improving profitability. The operating ratio and earnings per share performance goals for 2013 were set considering past performance, the strategic plan, current economic conditions and other forecasts of future results. The Compensation Committee considered these factors along with discussions with management to set the target levels which were then approved by the Board of Directors. Threshold and maximum earnings per share goals were set considering the incremental performance between the minimum and target, and target and maximum goals.

The Committee uses the market 50th percentile (using the peer group listed above) as the target percentage of base salary for the annual incentive plan. The Committee strives to set the threshold, target and maximum performance goals at levels such that the relative likelihood that Saia will achieve such goals remains consistent from year to year. It is the intent of the Committee that the threshold goals should be attainable a majority of the time, target goals should, on average, be reasonably expected to be achieved and maximum goals should be attained a minority of the time. These levels of expected performance are taken into consideration based on the compensation philosophy and evaluation of compensation previously discussed. Establishing the expected performance goals relative to these criteria is inherently subject to considerable judgment on the part of the Committee.

Long-Term Incentives

Under the authority granted in the 2003 Omnibus Plan and 2011 Omnibus Plan, the Committee has chosen to provide long-term incentives to the executive officers as a means to stimulate performance superior to other companies in Saia s industry, to tie compensation to stockholder value creation and to encourage executive retention. All Company officers are eligible to participate in the long-term incentive program. For 2012, 2013 and 2014, 50% of a Named Executive Officer s long-term incentive opportunity was granted in performance stock units and 50% in stock options (valued using the Black-Scholes option pricing model). This mix of awards was selected to balance the focus between relative and absolute stock performance and reflects competitive practices. In February 2012, the Committee also made special grants of restricted stock to the Named Executive Officers to address concerns about executive retention as described under the heading Restricted Stock.

In February 2014, in accordance with the 2011 Omnibus Plan, the Company granted long-term incentive awards in the form of 116,240 stock options and 39,788 performance stock awards to its officers.

For 2013, the target long-term incentive as a percentage of base salary for the Named Executive Officers was as follows:

Long-term Incentive Plan Targets for 2013

Named Executive Officer	% of Base Salary
Richard D. O Dell, President & Chief Executive Officer	120%
James A. Darby, Vice President of Finance & Chief Financial Officer	80%
Sally R. Buchholz, Vice President of Marketing & Customer Service	55%
Mark H. Robinson, Vice President of Information Technology & Chief Information Officer	55%
Brian A. Balius, Vice President of Transportation & Engineering	55%

To determine the total value of the long-term incentives granted to each Named Executive Officer each year, the Committee uses market data prepared by Mercer. Mercer analyzed the types and 50th percentile targets of long-term incentives granted to comparable officers at the peer group companies detailed in the Peer Group section above. The Committee then used the Mercer analysis and pay mix, position, and internal equity factors to determine the appropriate target percentages of base compensation. The specific grants for each officer were based on the Company stock price on grant date for performance stock units and on the Black-Scholes option pricing model for stock option grants.

Once the targets and values were determined, the key elements of the awards were established, as described below.

Stock Options

The role of stock options is to reward executives for increasing absolute long-term stockholder value. The value of each stock option award is equal to 50% of the target long-term incentive award for the executive using the Black-Scholes option pricing model. Stock option grants have historically been awarded in the first quarter of the fiscal year. The Company typically grants annual equity awards to the Company s executive officers, including the Named Executive Officers, on the third trading day following the release of the Company s financial results for the prior fiscal year. The exercise price of the stock options is equal to the closing share price of Saia common stock on NASDAQ on the grant date. The 2003 Omnibus Plan and 2011 Omnibus Plan both strictly prohibit repricing of stock options. All stock options granted to date have been non-qualified stock options.

Stock options granted in 2012, 2013 and 2014 have a three-year cliff vesting schedule and a seven-year term. All stock options granted to date vest on the basis of passage of time, subject to earlier vesting upon a change in control and, as to Mr. O Dell, subject to his employment agreement described below. The Committee believes time-vested awards encourage long-term value creation and executive retention because generally executives can realize value from such awards only if the Company s stock price increases and they remain employed at Saia at least until the awards vest. Providing for a vesting period over a number of years also helps ensure against executives taking excessive or unnecessary risks that might threaten the long-term value of the Company.

In April 2013, the Company granted a total of 90,240 stock options to the Named Executive Officers, representing 60% of the total stock options granted at that time. Stock options granted in April 2013 have an exercise price equal to the market closing price of Saia stock on the date of grant and a three-year cliff vesting schedule and a seven-year term. The grant date fair value of the stock options was determined using the Black-Scholes option pricing model with the following assumptions:

- risk free interest rate of 0.80%;
- expected life of 4.5 years;
- expected volatility of 58.5%; and
- a dividend rate of zero.

In February 2014, the Company granted a total of 70,240 stock options to the Named Executive Officers, representing 60% of the total stock options granted at that time. Stock options granted in February 2014 have an exercise price equal to the market closing price of Saia stock on the date of grant and a three-year cliff vesting schedule and a seven-year term.

Performance Stock Units

The remaining 50% of the Named Executive Officers long-term incentive opportunity is awarded in performance stock units. The role of performance stock units is to reward executives for long-term value creation relative to peer companies. Since the size of the peer companies is not critical in assessing relative total stockholder returns, the peer group used for performance stock unit comparison is broader than the peer group used for determining base salaries and other long-term incentives. The peer group includes public companies in the broader transportation industry, regardless of revenues, because this provides a wider spectrum from which to determine rewards tied to the creation of longer-term stockholder value. The peer companies are as follows:

Air Transport Services Group, Inc.	Knight Transportation, Inc.
Arkansas Best Corporation	Landstar Systems, Inc.
Celadon Group, Inc.	Marten Transport, Ltd.
CH Robinson Worldwide, Inc.	Old Dominion Freight Line, Inc.
Con-Way, Inc.	Pacer International, Inc.
Covenant Transport, Inc.	P.A.M. Transportation Services, Inc.
FedEx Corporation	Patriot Transportation Holding, Inc.
Forward Air Corporation	Quality Distribution, Inc.
Frozen Food Express Industries, Inc.	Ryder System, Inc.
Genesee & Wyoming, Inc.	United Parcel Service, Inc.
Heartland Express, Inc.	Universal Truckload Services, Inc.
Horizon Lines, Inc.	USA Truck Inc.
Hub Group, Inc.	UTi Worldwide, Inc.
J.B. Hunt Transport Services, Inc.	Vitran Corporation

Kansas City Southern	Werner Enterprises, Inc.
Kirby Corporation	YRC Worldwide, Inc.

The period of measurement for total stockholder return for each performance stock unit award is three years. Performance stock units are paid in shares of the Company s common stock and the number of shares of stock that are paid to a participant with respect to the three-year performance period is based on the total stockholder return of Saia compared to the total stockholder return of the identified peer companies. Total stockholder return is calculated by taking the average closing common stock prices for the last 60 days prior to the beginning of the performance period and comparing it to the average closing common stock prices for the last 60 days prior to the end of the performance period. At the end of the performance period, the percentile rank of the Company s total stockholder return is calculated relative to the total stockholder return of each of the peer companies. Any peer company that is no longer publicly traded is excluded from this calculation. Over the performance periods beginning in 2012, 2013 and 2014, the payouts will be determined as follows:

Potential Performance Stock Unit Payouts

Percent Rank of Saia s Total Stockholder Return Compared to Peer Companies	**Payout Percentage of Target Incentive**
At 75th percentile or higher	200%
At 50th percentile	100%
At 25th percentile	25%
Below 25th percentile	0%

Because the amount of an executive s payout is based on the Company s total stockholder return compared to that of members of a peer group over a three-year period, the exact amount of the payout (if any) cannot be determined at this time. The Committee generally makes the performance stock unit grants each year in February at the time of grants of stock options. The payout associated with the Company s percentile rank is based on the chart above with payouts interpolated for performance between the 25th and 50th percentiles and the 50th and 75th percentiles. If the Company s total stockholder return for the performance period is negative, no payouts are made regardless of the Company s percentile rank. The Committee believes that setting the payout percentage of performance stock units based on the Company s total stockholder return aligns the incentive value with the interest of stockholders, since the payout of performance stock units is contingent on the Company s total stockholder return over the three-year measurement period compared to that of the peer companies. Aligning the incentive value with the interests of Saia stockholders further helps to ensure against executives taking excessive or unnecessary risks that might threaten the long-term value of the Company.

Payouts for the performance stock units are made in shares of common stock in order to reduce earnings volatility associated with cash based awards. The number of shares paid is based on the number of shares of target stock awarded to an executive and the Company s total stockholder return relative to the peers as described above. A payout of 200% of target was made in February 2014 on performance stock units granted for the performance period beginning in 2011 and ending in 2014. A payout of 200% of target was made in February 2013 on performance stock units granted for the performance period beginning in 2010 and ending in 2012. A payout of 157.1% of target was made in February 2012 on performance stock units granted for the performance period beginning in 2009 and ending in 2011. Performance stock unit awards are not scheduled to be paid out, if at all, until the first quarter of 2015 for the performance period beginning in 2012, the first quarter of 2016 for the performance period beginning in 2013 and the first quarter of 2017 for the performance period beginning in 2014.

See the Potential Payments Upon Termination or Change in Control section for a description of the effect of termination of employment or a change in control of the Company on the performance stock units awarded to the Named Executive Officers.

Restricted Stock

In February 2012, the Committee addressed concerns about long-term executive retention resulting from the prior reductions in executive compensation starting in 2009. Following an evaluation with the assistance of Mercer regarding various approaches to promote retention, the Committee approved grants of restricted stock as follows: Mr. O Dell was awarded 45,455 shares, Mr. Darby was awarded 22,728 shares, and Messrs. Robinson and Balius and Ms. Buchholz were awarded 13,637 shares each. This grant coincided with the grant date of stock options in February 2012. On each of February 2, 2015 and February 2, 2016, 25% of the restricted stock awards will vest. The balance will vest on February 2, 2017 assuming the Named Executive Officer has been in continuous service to the Company since the award date. See the Potential Payments Upon Termination or Change in Control section for a description of the effect of termination of employment or a change in control of the Company on the restricted stock granted to the Named Executive Officers.

Other Benefits and Perquisites

Benefits

The Company provides certain customary employee benefits to substantially all employees, including the Named Executive Officers. These benefits include paid holidays and vacation, medical, disability and life insurance and a defined contribution retirement plan. The defined contribution retirement plan is a 401(k) savings plan to which employees may elect to make pre-tax contributions. The Company has the discretion to match 50% of all employee contributions, up to a maximum employee contribution of 6% of annual salary. Due to the economic conditions at that time, the Company elected to temporarily suspend the matching contribution for all employees, including executive officers, starting in February 2009. Effective April 1, 2011, Saia reinstated half the 401(k) savings plan contribution match, thus matching 25% of employee contributions for the first 6% of annual salary. The remaining half of the 401(k) savings plan contribution match was reinstated on December 1, 2013.

Deferred Compensation Plan

In addition to the benefits provided to all employees, the Company has established for officers (including all of the Named Executive Officers) and certain other employees an Executive Capital Accumulation Plan, which is a non-qualified deferred compensation plan. The deferred compensation plan was implemented to motivate and promote the retention of key employees by providing them with greater flexibility in structuring the timing of their compensation and tax payments. The Committee believes that the Company s deferred compensation plan provides a valuable benefit to senior executives with minimal cost to the Company.

Prior to 2009, the Company made an annual discretionary contribution under the Capital Accumulation Plan for each participant equal to 5% of his or her base salary and annual incentive payment. In addition, to the extent a participant s contribution to the 401(k) savings plan is limited under restrictions placed on Highly Compensated Employees under ERISA, the participant may elect to contribute the amount so limited to the Capital Accumulation Plan. To the extent the Company is unable to match participant contributions under the 401(k) savings plan because of the ERISA limitations, the matching contributions will be made by the Company to the Capital Accumulation Plan. The Company s regular annual 5% contribution has a five-year vesting period. Due to the economic conditions described above, the Company elected not to make the annual discretionary contribution for 2010 and 2011. Consistent with the 401(K) plan, the Company made 50% of the annual 5% contribution for 2012 and 100% of the annual 5% contribution for 2013.

The Capital Accumulation Plan also allows a participant to make an elective deferral each year of up to 50% of base salary and up to 100% of any annual incentive plan payment. The participant must irrevocably elect the base salary deferral before the beginning of the year in which compensation is being paid and the annual incentive deferral no later than six months into the performance period.

The Capital Accumulation Plan provides the same investment options to participants as are available under the 401(k) savings plan, except that participants may also elect to invest in Saia stock under the plan. Participants may elect to transfer balances between investment options without restriction at any time throughout the year, except that any investment in Saia stock is an irrevocable election and upon distribution that investment will be paid out in Saia stock, rather than cash. Vested plan balances become distributable to the participant upon termination of employment.

Perquisites

The types and amounts of perquisites have been determined by the Committee with input from Mercer based on perquisites granted to comparable officers by companies in the base and annual incentive compensation peer group. The Company provides these perquisites because many companies in the peer group provide similar perquisites to their Named Executive Officers, and the Committee believes they are necessary for retention purposes. However, the perquisites that the Company provides are generally fewer and less valuable than those provided by members of the peer group. The Committee reviews the perquisites provided to the Named Executive Officers in an attempt to ensure that the perquisites continue to be effective in the retention of executive talent and appropriate in light of the Committee s overall goal of designing a compensation program that maximizes the interests of Saia s stockholders.

The perquisites provided to the Named Executive Officers include the following (see the All Other Compensation column of the Summary Compensation Table):

Car allowance ($7,200 annual maximum per Named Executive Officer),

Financial/legal planning ($5,000 annual maximum for Mr. O Dell and $4,000 annual maximum for each other Named Executive Officer),

Executive term life insurance ($1,000,000 policy for Mr. O Dell and $500,000 policies for each other Named Executive Officer) and

Country club membership (no maximum amount and provided only to Mr. O Dell. Historically approximately $1,000 per year).

Post-Employment Compensation

The Committee believes that severance and change in control arrangements are an important part of overall compensation for the Named Executive Officers because they help secure the continued employment and dedication of the Named Executive Officers notwithstanding any concern the executives might have regarding their own continued employment before or after a change in control. The Committee also believes that these arrangements are important as a recruitment and retention device, as most of the companies with which Saia competes for executive talent have similar agreements for their senior employees.

The Company has entered into severance agreements with each of the Named Executive Officers. These agreements include a double trigger, meaning they provide for severance payments and other benefits upon a change in control of the Company only if after the change in control the executive s employment is terminated involuntarily (other than for cause) or voluntarily with good reason. The executive severance agreements are reviewed annually by the Committee to ensure they are consistent with the Company s compensation philosophy. The Committee also receives input from Mercer and outside legal counsel to confirm that the agreements remain generally consistent with competitive practices. The Committee believes these agreements reward service and tenure and help to address the need for financial security for key executives when employment ends.

The specific payments to be made to the Named Executive Officers upon termination of employment in connection with a change in control of the Company under the executive severance agreements are based on peer group and general industry practices and are described in the Potential Payments Upon Termination or Change in Control section.

Employment Agreement

To provide an incentive for executive retention and help support certain non-competition and non-solicitation provisions, the Company has entered into an employment agreement with the Chief Executive Officer. Mr. O Dell s employment agreement is for a two-year term (renewing daily) and provides for a minimum base salary. The Committee with the assistance of Mercer evaluates Mr. O Dell s salary on an annual basis and makes a specific salary recommendation to the Board, which makes the final determination for the year, subject to the minimum base salary provided in the employment agreement. The employment agreement includes a severance payment and benefits to Mr. O Dell in the event of his employment termination under certain circumstances. All severance payments and benefits under the employment agreement are conditioned upon Mr. O Dell s compliance with the non-disclosure, non-competition and employee and customer non-solicitation provisions of the employment agreement. The Company believes these provisions help ensure the long-term success of the Company and facilitate executive retention.

The material terms of the employment agreement are reviewed annually by the Committee with input from Mercer and outside legal counsel to confirm that they remain generally consistent with competitive practices. The Committee believes it is important to continue this employment agreement with Mr. O Dell to provide continuity and stability in the Company s leadership.

The payments to be made to Mr. O Dell upon termination of employment or a change in control of the Company under his employment agreement are described in the Potential Payments Upon Termination or Change in Control section.

Other Compensation Policies

Stock Ownership Guidelines

Because the Company is committed to aligning the executives interests with those of Saia stockholders, the Board has adopted stock ownership guidelines for all officers who are eligible to receive long-term incentives, including all of the Named Executive Officers. The number of shares each officer is required to retain is determined by multiplying his or her current base salary by the multiple noted below and dividing by the current share price. The current multiples for the Named Executive Officers are as follows:

Name	Title	Multiple of Salary	Compliance
Richard D. O Dell	President & Chief Executive Officer	5.0	Yes
James A. Darby	Vice President of Finance & Chief Financial Officer	2.5	Yes
Sally R. Buchholz	Vice President of Marketing & Customer Service	2.0	Yes
Mark H. Robinson	Vice President of Information Technology & Chief Information Officer	2.0	Yes
Brian A. Balius	Vice President of Transportation & Engineering	2.0	Yes

While executives are not subject to a specific time period for satisfying the stock ownership guidelines, executives are encouraged to satisfy the guidelines within five years of becoming subject to the guidelines. Until the guidelines are met, executives are encouraged to hold 75% of the realized share value (net of taxes) attributable to option exercises, performance stock unit payouts and vesting in restricted stock. The Committee reviews the stock ownership guidelines at each regular meeting of the Committee and monitors the progress towards, and continued compliance with, the stock ownership guidelines. The types of equity counted for purposes of the stock ownership guidelines are common stock, including restricted stock, and Company stock units held in the deferred compensation plan.

Although there are no formal penalties for not fulfilling the requirements of the ownership guidelines, non-compliance may affect future equity awards. The foregoing sets forth the Company s current ownership guidelines for executives. The Board (or any committee designated by the Board) may, at any time, amend, modify or terminate the guidelines in full or in part. The Board (or any committee designated by the Board) may also grant waivers of the guidelines in the event of special circumstances or as otherwise determined advisable or in the best interest of the Company in given circumstances.

Prohibited Transactions

Employees subject to the Company s insider trading policies, including the Named Executive Officers, may not engage in short sales of Saia common stock or in transactions involving puts, calls, or other derivative securities or in hedging transactions with respect to the Company s stock. Additionally, such employees, including the Named Executive Officers, are prohibited from holding Saia stock in a margin account and from pledging Saia common stock as collateral for indebtedness.

Compensation Recovery Policy

The Board of Directors has adopted a policy that provides that the Company will, to the extent permitted by governing law, require reimbursement of all or a portion, as applicable, of any performance-based compensation paid to any participant in the Company s long-term incentive plans where (a) the payment was predicated upon the achievement of certain financial results that were subsequently the subject of a material restatement, and (b) a lower payment, or no payment, would have been made to the participant based upon the restated financial results. In each such instance, the Company will, to the extent practicable, seek to recover the amount by which the individual participant s performance-based compensation exceeded the amount that would have been paid based on the restated financial results, plus a reasonable rate of interest.

Tax Policies

Section 162(m) of the Internal Revenue Code of 1986, as amended, imposes a $1 million limit on the amount that a public company may deduct for compensation paid to the company s CEO or any of the company s three other most highly compensated executive officers (other than the CFO) who are employed as of the end of the year. This limitation does not apply to compensation that meets the requirements under Section 162(m) for qualifying performance-based compensation (i.e., compensation paid only if the individual s performance meets pre-established objective goals based on performance criteria approved by the stockholders). For 2012 through 2014, the grants of stock options and performance stock units were designed to satisfy the requirements for deductible compensation.

The Committee will continue to consider steps that might be in our best interests to comply with Section 162(m). However, in establishing the cash and equity incentive compensation programs for executive officers, the Committee believes that the potential deductibility of the compensation payable under those programs should be only one of a number of relevant factors taken into consideration, and not the sole or primary factor. The Committee believes that cash and equity incentive compensation must be maintained at the requisite level to attract and retain the executive officers essential to our financial success, even if all or part of that compensation may not be deductible by reason of the limitations of Section 162(m).

Section 409A of the Internal Revenue Code regulates deferred compensation that was not earned and vested prior to 2005. The Committee considers Section 409A in determining the form and timing of compensation paid to executives.

Sections 280G and 4999 of the Internal Revenue Code limit Saia s ability to take a tax deduction for certain excess parachute payments (as defined in Code Sections 280G and 4999) and impose excise taxes on each executive that receives excess parachute payments related to his or her severance from the Company in connection with a change in control. The Committee considers the adverse tax liabilities imposed by Code Sections 280G and 4999, as well as other competitive factors, in structuring certain post-termination compensation payable to the Named Executive Officers. The potential adverse tax consequences to the Company and/or the executive, however, are not necessarily determinative factors in such decisions.

Accounting Policies

The Company accounts for its employee stock-based compensation awards in accordance with ASC Topic 718, *Compensation-Stock Compensation.* ASC Topic 718 requires that all employee stock-based compensation is recognized as a cost in the financial statements and that for equity-classified awards such costs are measured at the grant date fair value of the award.

REPORT OF THE COMPENSATION COMMITTEE

OF SAIA, INC.

The Compensation Committee of the Board of Directors of the Company has submitted the following report for inclusion in this Proxy Statement:

Our Committee has reviewed and discussed the Compensation Discussion and Analysis contained in this Proxy Statement with management. Based on the Committee s review of and the discussions with management with respect to the Compensation Discussion and Analysis, the Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

The foregoing report is provided by the following directors, who constitute the Committee:

Compensation Committee Members

Linda J. French, Chair

Björn E. Olsson

Jeffrey C. Ward

2013 REALIZED COMPENSATION

The SEC s calculation of total compensation, as shown in the 2013 Summary Compensation Table set forth on page 36, includes several items that are driven by accounting and actuarial assumptions, which are not necessarily reflective of compensation actually realized by the Named Executive Officers in a particular year. To supplement the SEC-required disclosure, we have included the additional table below, which shows compensation actually realized by each named executive, as reported on the Named Executive Officer s W-2 form for each of the years shown.

2013 Realized Compensation Table

Name & Principal Position	Years	Realized Compensation(1)
Richard D. O Dell,	2013	$ 3,170,342
President & CEO	2012	797,359
	2011	706,002
James A. Darby,	2013	612,091
VP of Finance and CFO	2012	279,264
	2011	229,154
Mark H. Robinson,	2013	861,558
VP of Information Technology & CIO	2012	272,866
	2011	227,542
Sally R. Buchholz,	2013	1,172,370
VP of Marketing & Customer Service	2012	251,053
	2011	203,852
Brian A. Balius,	2013	979,315
VP of Transportation & Engineering	2012	232,110
	2011	191,483

(1) Amounts reported as realized compensation differ substantially from the amounts determined under SEC rules and reported as total compensation in the 2013 Summary Compensation Table. Realized compensation is not a substitute for total compensation. For a reconciliation of amounts reported as realized compensation and amounts reported as total compensation, see page 45. For more information on total compensation as calculated under SEC rules, see the narrative and notes accompanying the 2013 Summary Compensation Table set forth on page 36.

2013 SUMMARY COMPENSATION

The following table sets forth the compensation awarded to, earned by or paid to the Named Executive Officers for services rendered in all capacities within Saia during the fiscal years ended December 31, 2013, 2012 and 2011.

Name & Principal Position	Year	Salary ($)(1)	Stock Awards ($)(2)	Option Awards ($)(2)	Non-Equity Incentive Plan Compensation ($)(3)	All Other Compensation ($)(4)	Total ($)
Richard D. O Dell,	**2013**	561,312	331,834	594,096	468,134	43,592	1,998,968
President & Chief	**2012**	485,636	750,965	295,221	442,400	20,437	1,994,658
Executive Officer (PEO)(5)	**2011**	408,474	163,212	165,386		10,679	747,750
James A. Darby,	**2013**	304,500	120,032	214,799	190,465	27,639	857,435
Vice President of Finance &	**2012**	248,844	329,076	93,082	180,000	19,177	870,180
Chief Financial Officer (PFO)	**2011**	193,065	51,497	52,196		13,098	309,857
Mark H. Robinson,	**2013**	253,764	68,746	123,131	105,820	24,101	575,562
Vice President of	**2012**	220,820	202,702	62,055	100,000	12,004	597,581
Information Technology &	**2011**	187,155	49,924	133,952		7,467	378,498
Chief Information Officer							
Sally R. Buchholz,	**2013**	233,472	63,262	113,226	93,389	21,976	525,325
Vice President of	**2012**	204,844	199,419	58,124	92,000	15,052	569,439
Marketing & Customer Service	**2011**	175,479	46,810	47,421		9,532	279,241
Brian A. Balius,	**2013**	253,764	68,746	123,131	105,820	23,112	574,573
Vice President of Transportation &	**2012**	211,700	197,686	56,117	100,000	14,864	580,367
Engineering	**2011**	169,329	33,829	34,351		8,461	245,970

(1) Includes amounts deferred under the Company s Executive Capital Accumulation Plan as disclosed in the Nonqualified Deferred Compensation Table.

(2) Based on aggregate grant date fair value of the awards as computed in accordance with FASB ASC Topic 718. See Note 7 to the Consolidated Financial Statements in the Annual Report on Form 10-K for the year ended December 31, 2013 for valuation assumptions used.

(3) Annual incentive earned for the year ended December 31, 2013 paid in the first quarter of 2014 and for the year ended December, 31, 2012 paid in the first quarter of 2013, respectively. See description of plan in 2011, 2012 and 2013 Executive Compensation Decisions Annual Incentive Plan in Compensation Discussion and Analysis.

(4) See details in the All Other Compensation table below.

(5) See the description of Mr. O Dell s employment agreement in Other Benefits and Perquisites Employment Agreement in Compensation Discussion and Analysis.

ALL OTHER COMPENSATION

The following table sets forth the detail of other compensation awarded to, earned by or paid to Saia s Named Executive Officers for services rendered in all capacities within Saia during the fiscal year ended December 31, 2013.

Name & Principal Position	Year	Perquisites & Other Personal Benefits(1)	Car Allowance	Company Contributions to Defined Contribution Plans (401(k))	Company Contributions to Defined Contribution Plans (Def. Comp.)	Life Insurance Premiums
Richard D. O Dell, President & Chief Executive Officer (PEO)	2013	$ 9,134	$ 5,641	$ 1,913	$ 24,282	$ 2,622
James A. Darby, Vice President of Finance & Chief Financial Officer (PFO)	2013	466	7,200	3,322	13,087	3,564
Mark H. Robinson, Vice President of Information Technology & Chief Information Officer	2013	3,392	4,607	2,739	11,041	2,322
Sally R. Buchholz, Vice President of Marketing & Customer Service	2013	246	6,833	2,454	10,243	2,200
Brian A. Balius, Vice President of Transportation & Engineering	2013	1,775	6,670	3,057	10,585	1,025

(1) Payment of country club dues and fuel reimbursement.

GRANTS OF PLAN-BASED AWARDS

The following table sets forth the detail of grants of plan-based awards to Saia s Named Executive Officers for services rendered in all capacities during the fiscal year ended December 31, 2013. See further details regarding these grants in the description of Long-Term Incentives beginning on page 27 of the Compensation Discussion and Analysis included above.

2013 Grants of Plan-Based Awards Table

Grants of Plan-Based Awards 2013

		Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards						
Name & Principal Position	**Grant Date**	**Threshold (1)($)**	**Target (1)($)**	**Maximum (1)($)**	**Threshold (2)(#)**	**Target (2)(#)**	**Maximum (2)(#)**	**All Other Stock Awards: Number of Shares of Stock or Units (#)**	**All Other Option Awards: Number of Securities Underlying Options (3)(#)**	**Exercise or Base Price of Option Awards (3)($/Sh)**	**Grant Date Fair Value of Stock and Option Awards**
Richard D. O Dell,	1/28/2013	112,262	449,050	898,099							
President & Chief	4/30/2013								45,885	27.28	594,096
Executive Officer (PEO)	4/30/2013					12,164	24,328				331,834
James A. Darby,	1/28/2013	45,675	182,700	365,400							
Vice President of Finance &	4/30/2013								16,590	27.28	214,799
Chief Financial Officer (PFO)	4/30/2013					4,400	8,800				120,032
Mark H. Robinson,	1/28/2013	25,376	101,506	203,011							
Vice President of	4/30/2013								9,510	27.28	123,131
Information Technology &	4/30/2013					2,520	5,040				68,746
Chief Information Officer											
Sally R. Buchholz,	1/28/2013	23,347	93,389	189,778							
Vice President of Marketing	4/30/2013								8,745	27.28	113,226
& Customer Service	4/30/2013					2,319	4,638				63,262
Brian A. Balius,	1/28/2013	25,376	101,506	203,011							
Vice President of	4/30/2013										